BNP PARIBAS
CORPORATE & INVESTMENT BANKING

BASE LISTING DOCUMENT DATED 31 MARCH 2015

If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

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Non-collateralised Structured Products Base Listing Document relating to Structured Products to be issued by BNP Paribas Arbitrage Issuance B.V.

(Incorporated in the Netherlands with its statutory seat in Amsterdam)

unconditionally and irrevocably guaranteed by BNP Paribas

(incorporated in France)

This document, for which we and BNP Paribas (the "**Guarantor**") accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") for the purpose of giving information with regard to us, the Guarantor and our warrants (the "**Warrants**"), callable bull/bear contracts ("**CBBCs**") and other structured products (together, the "**Structured Products**") to be listed on the Stock Exchange from time to time. This document may be updated and/or amended from time to time by way of addenda. You must ask us if any addenda to this document have been issued.

Our obligations under the Structured Products are guaranteed by the Guarantor under a guarantee executed by the Guarantor dated as of 31 March 2015 (the "**Guarantee**"). We and the Guarantor, having made all reasonable enquiries, confirm that to the best of our knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

These are Structured Products involving derivatives. You should not invest in the Structured Products unless you fully understand and are willing to assume the risks associated with them.

Investors are warned that the price of the Structured Products may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment. Prospective purchasers should therefore ensure that they understand the nature of the Structured Products and carefully study the risk factors set out in this document and, where necessary, seek professional advice, before they invest in the Structured Products.

The Structured Products constitute our general unsecured contractual obligations and of no other person, and the Guarantee in respect of the Structured Products constitutes the general unsecured contractual obligations of the Guarantor and of no other person. The Structured Products will rank equally among themselves and with all our other unsecured obligations and all other unsecured obligations of the Guarantor (save for those obligations preferred by law) upon liquidation. If you purchase the Structured Products, you are relying upon our creditworthiness and the creditworthiness of the Guarantor and have no rights under the Structured Products against (a) the company which has issued the underlying securities; (b) the trustee or the manager of the underlying unit trust; or (c) the index compiler of any underlying index. If we become insolvent or default on our obligations under the Structured Products or the Guarantor becomes insolvent or defaults on its obligations under the Guarantee, you may not be able to recover all or even part of the amount due under the Structured Products (if any).

Sponsor

BNP Paribas Securities (Asia) Limited

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IMPORTANT INFORMATION

You should carefully study the risk factors set out in this document and the Listing Documents

What is this document about?

This document is for information purposes only and does not constitute an offer, an advertisement or invitation to the public to subscribe for or to acquire any Structured Products.

What documents should you read before investing in the Structured Products?

A supplemental listing document will be issued on the issue date of each series of Structured Products which will set out the detailed commercial terms of the relevant series. You must read this document (including any addendum to this document to be issued from time to time) together with such supplemental listing document (including any addendum to such supplemental listing document to be issued from time to time) (together, the "**Listing Documents**") before investing in any Structured Products. You should carefully study the risk factors set out in the Listing Documents.

Is there any guarantee or collateral for the Structured Products?

Our obligations under the Structured Products are unconditionally and irrevocably guaranteed by the Guarantor. If we become insolvent or default on our obligations under the Structured Products and the Guarantor becomes insolvent or defaults on its obligations under the Guarantee, you can only claim as an unsecured creditor of the Issuer and the Guarantor. In such event, you may not be able to recover all or even part of the amount due under the Structured Products (if any).

What are our and the Guarantor's credit ratings?

The Issuer's long term credit ratings as of 30 March 2015 is:

Rating agency	***Rating***
Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc. ("**S&P**")	A+ (negative outlook)

Our Guarantor's long term credit ratings as of 30 March 2015 are:

Rating agency	***Rating***
Moody's Investors Service, Inc., New York ("**Moody's**")	A1 (negative outlook)
S&P	A+ (negative outlook)
Fitch France S.A.S. ("**Fitch**")	A+ (stable outlook)

The credit ratings are only an assessment by the rating agencies of the Issuer's and the Guarantor's overall financial capacity to pay its debts respectively.

A+ is among the top three major credit rating categories and is the fifth highest investment-grade ranking of the ten investment-grade ratings (including + or – sub-grades) assigned by S&P.

A1 is among the top three major credit rating categories and is the fifth highest investment-grade ranking of the ten investment-grade ratings (including 1, 2 and 3 sub-grades) assigned by Moody's.

A+ is among the top three major credit rating categories and is the fifth highest investment-grade ranking of the ten investment-grade ratings (including + or – sub-grades) assigned by Fitch.

Please refer to the brief guide in Appendix 4 to this document to what such credit ratings mean.

Rating agencies usually receive a fee from the companies that they rate. When evaluating our and the Guarantor's creditworthiness, you should not solely rely on our and the Guarantor's credit ratings because:

- a credit rating is not a recommendation to buy, sell or hold the Structured Products;
- credit ratings of companies may involve difficult-to-quantify factors such as market competition, the success or failure of new products and markets and managerial competence;

- a high credit rating is not necessarily indicative of low risk. Our and the Guarantor's credit ratings as of the above date are for reference only and may be subject to change thereafter. You may visit *www.bnpparibas.com* to obtain information about the credit ratings of us and the Guarantor. Any downgrading of our and the Guarantor's credit ratings could result in a reduction in the value of the Structured Products;

- a credit rating is not an indication of the liquidity or volatility of the Structured Products; and

- a credit rating may be downgraded if the credit quality of the Issuer and/or the Guarantor declines.

The Structured Products are not rated.

Our and the Guarantor's credit ratings are subject to change or withdrawal at any time within each rating agency's sole discretion. You should conduct your own research using publicly available sources to obtain the latest information with respect to our and the Guarantor's credit ratings from time to time.

Is the Issuer or the Guarantor regulated by the Hong Kong Monetary Authority referred to in Rule 15A.13(2) or the Securities and Futures Commission referred to in Rule 15A.13(3)?

The Issuer is not regulated by the Hong Kong Monetary Authority referred to in Rule 15A.13(2) or the Securities and Futures Commission referred to in Rule 15A.13(3). The Guarantor is regulated by the Hong Kong Monetary Authority. The Guarantor is also regulated by Comité des Etablissements de Crédit et des Entreprises d'Investissement.

Is the Issuer or the Guarantor subject to any litigation?

Save as disclosed in this document, the Issuer, the Guarantor and their respective subsidiaries ("**BNP Group**") are not aware of any litigation or claims of material importance pending or threatened against any of them.

Authorisation for the issue of the Structured Products

The issue of the Structured Products was authorised by our board of directors on 2 June 2014.

Has the Guarantor's financial position changed since last financial year-end?

Save as disclosed in Appendix 5 of this document, there has been no material adverse change in the Guarantor's financial or trading position since 31 December 2014.

Do you need to pay any transaction cost?

The Stock Exchange charges a trading fee of 0.005 per cent. and the Securities and Futures Commission ("**SFC**") charges a transaction levy of 0.0027 per cent. in respect of each transaction effected on the Stock Exchange payable by each of the seller and the buyer and calculated on the value of the consideration for the Structured Products. The levy for the investor compensation fund is currently suspended.

Do you need to pay any tax?

You may be required to pay stamp duties, taxes and other charges in accordance with the laws and practices of the country of your purchase in addition to the issue price of each Structured Product. See the section headed "Taxation" for further information.

Placing, sale and grey market dealings

No action has been or will be taken by us that would permit a public offering of any series of Structured Products or possession or distribution of any offering material in relation to any Structured Products in any jurisdiction (other than Hong Kong) where action for the purpose is required. No offers, sales, re-sales, transfers or deliveries of any Structured Products, or distribution of any offering material relating to the Structured Products may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws or regulations and which will not impose any obligation on us or the Guarantor. See the section headed "Placing and Sale" for further information.

Following the launch of a series of Structured Products, we may place all or part of that series with our related party. The Structured Products may be sold to investors in the grey market in the period between the launch date and the listing date. We will report any dealings in Structured Products by any member of the BNP Group in the grey market to the Stock Exchange on the listing date through the website of the HKEx at *www.hkex.com.hk*.

Where can you inspect the relevant documents?

The following documents are available for inspection during usual business hours on any weekday (except public holidays) at BNP Paribas Securities (Asia) Limited, 59th-63th Floors, Two International Finance Centre, 8 Finance Street, Central, Hong Kong:

(a) our latest audited financial statements and any interim or quarterly financial statements and the latest audited financial statements and any interim or quarterly financial statements of the Guarantor;

(b) the consent letter of the Guarantor's auditors, Deloitte & Associés, PricewaterhouseCoopers Audit and Mazars (the "**Auditors**");

(c) this document and any addendum to this document;

(d) the supplemental listing document as long as the relevant series of Structured Products is listed on the Stock Exchange;

(e) the instrument executed by us on 3 May 2006 which constitutes the Structured Products; and

(f) the Guarantee.

Requests for photocopies of the above documents will be subject to a reasonable fee which reflects the costs of making such copies.

The Listing Documents are also available on the website of the HKEx at *http://www.hkex.com.hk/eng/dwrc/search/listsearch.asp* and our website at *http://www.bnppwarrant.com.hk*.

各上市文件亦可於香港交易所網站 (*http://www.hkex.com.hk/chi/dwrc/search/listsearch_c.asp*) 及我們的網站(*http://www.bnppwarrant.com.hk*)瀏覽。

Have the Auditors consented to the inclusion of their reports in this document?

As at the date of this document, the Guarantor's Auditors have given and have not withdrawn their written consent to the inclusion of their report dated 6 March 2015 on the consolidated financial statements of the Guarantor for the year ended 31 December 2014 in this document and/or the references to their names in the Listing Documents, in the form and context in which they are included. Their report was not prepared for incorporation into this document.

The Auditors do not hold the Guarantor's shares or shares in its subsidiaries, nor do they have the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for the Guarantor's securities or securities of any of its subsidiaries.

How can you get further information about BNP Paribas?

You may visit our website at *www.bnpparibas.com* to obtain further information about us and/or the Guarantor.

You must note that the information on our website will be of a general nature and cannot be relied upon as accurate and/or correct and will not have been prepared exclusively for the purposes of any particular financial instrument issued by us, including the Structured Products.

Authorised representatives

Emily Yu of 29th Floor, Three Exchange Square, 8 Connaught Place, Central, Hong Kong and Edmond Kwok of 60th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, are our authorised representatives and are authorised to accept services on our behalf in Hong Kong.

Governing law of the Structured Products

All contractual documentation for the Structured Products will be governed by, and construed in accordance with, the laws of Hong Kong.

The Listing Documents are not the sole basis for making an investment decision

The Listing Documents do not take into account your investment objectives, financial situation or particular needs. Nothing in the Listing Documents should be construed as a recommendation by us, the Guarantor or our respective affiliates to invest in the Structured Products or the underlying asset of the Structured Products.

No person has been authorised to give any information or to make any representations other than those contained in this document in connection with the Structured Products, and, if given or made, such information or representations must not be relied upon as having been authorised by us or the Guarantor.

The Stock Exchange and HKSCC have made no assessment of, nor taken any responsibility for, our financial soundness or the merits of investing in any Structured Products, nor have they verified the accuracy or the truthfulness of statements made or opinions expressed in this document.

Capitalised terms

Unless otherwise specified, capitalised terms used in this document have the meanings set out in the General Conditions set out in Appendix 1 and the Product Conditions applicable to the relevant series of Structured Products set out in Appendices 2 and 3 respectively (together, the "**Conditions**").

OVERVIEW OF WARRANTS

What is a derivative warrant?

A derivative warrant linked to a share, an unit, a commodity, a commodity future, an index, a currency pair or other assets (each an "**Underlying Asset**") is an instrument which gives the holder a right to "buy" or "sell" an Underlying Asset at, or derives its value by reference to, a pre-set price/level/exchange rate called the Exercise Price/Strike Price/Strike Level/Strike Rate on the Expiry Date. It usually costs a fraction of the value of the Underlying Asset.

A derivative warrant may provide leveraged return to you (but conversely, it could also magnify your losses).

How and when can you get back your investment?

Our Warrants are European Style warrants. This means they can only be exercised on the Expiry Date.

A Warrant will, upon exercise on the Expiry Date, entitle you to a cash amount called the "**Cash Settlement Amount**" (net of any Exercise Expenses) (if positive) according to the applicable Conditions.

You will receive the Cash Settlement Amount less any Exercise Expenses upon settlement at expiry. If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable to you and you will lose your entire investment.

How do our Warrants work?

Ordinary Warrants

The potential payoff upon expiry or exercise of the Warrants is calculated by us by reference to the difference between:

(a) for a Warrant linked to a security, commodity or commodity future, the Exercise Price/Strike Price and Closing Price/Average Price;

(b) for a Warrant linked to an index, the Strike Level and the Closing Level; and

(c) for a Warrant linked to a currency pair, the Strike Rate and the Spot Rate.

Call Warrants

A call Warrant is suitable to you if you hold a bullish view on the price/level/exchange rate of the Underlying Asset during the term of that call Warrant.

A call Warrant will be exercised if the Average Price/Closing Price/Closing Level/Spot Rate is greater than Exercise Price/Strike Price/Strike Level/Strike Rate (as the case may be). The more the Average Price/Closing Price/Closing Level/Spot Rate exceeds the Exercise Price/Strike Price/Strike Level/Strike Rate (as the case may be), the higher the payoff upon expiry or exercise. If the Average Price/Closing Price/Closing Level/Spot Rate is at or below the Exercise Price/Strike Price/Strike Level/Strike Rate (as the case may be), you will lose all your investment.

Put Warrants

A put Warrant is suitable to you if you hold a bearish view on the price/level/exchange rate of the Underlying Asset during the term of that put Warrant.

A put Warrant will be exercised if the Average Price/Closing Price/Closing Level/Spot Rate is below the Exercise Price/Strike Price/Strike Level/Strike Rate (as the case may be). The more the Average Price/Closing Price/Closing Level/Spot Rate is below the Exercise Price/Strike Price/Strike Level/Strike Rate (as the case may be), the higher the payoff upon expiry or exercise. If the Exercise Price/Strike Price/Strike Level/Strike Rate is at or below the Average Price/Closing Price/Closing Level/Spot Rate (as the case may be), you will lose all your investment.

Other types of warrants

The supplemental listing document applicable to other types of Warrants will specify the type of such Warrants and whether such Warrants are exotic Warrants.

Where can you find the Product Conditions applicable to our Warrants?

You should review the Product Conditions applicable to each type of the Warrants before your investment.

The Product Conditions applicable to each type of our Warrants are set out in Parts A to F of Appendix 2 (as may be supplemented by any addendum and/or the relevant supplemental listing document).

What are the factors determining the price of a derivative warrant?

The price of a Warrant generally depends on the prevailing price/level/exchange rate of the Underlying Asset. However, throughout the term of a Warrant, its price/level/exchange rate will be influenced by one or more of the following factors, including:

(a) the Exercise Price/Strike Price/Strike Level/Strike Rate applicable to that Warrant;

(b) the value and volatility of the price/level/exchange rate of the Underlying Asset (being a measure of the fluctuation in the price/level/exchange rate of the Underlying Asset);

(c) the time remaining to expiry: generally, the longer the remaining life of the Warrant, the greater its value;

(d) interest rates;

(e) expected dividend payments or other distributions (if any) on the Underlying Asset or on any components comprising the underlying index;

(f) the liquidity of the Underlying Asset or of the futures contracts relating to the underlying index;

(g) the supply and demand for the Warrant;

(h) our related transaction costs; and

(i) our creditworthiness and the creditworthiness of the Guarantor.

What is your maximum loss?

Your maximum loss in our Warrants will be your entire investment amount plus any transaction costs.

How can you get information about the Warrants after issue?

You may visit the HKEx's website at *http://www.hkex.com.hk/eng/prod/secprod/dwrc/dw.htm* or our website at *http://www.bnppwarrant.com.hk* to obtain further information on derivative warrants or any notice given by us or the Stock Exchange in relation to our Warrants.

OVERVIEW OF CBBCS

What are CBBCs?

CBBCs are a type of Structured Products that track the performance of an Underlying Asset. CBBCs can be issued on different types of Underlying Assets as prescribed by the Stock Exchange from time to time, including:

(a) securities listed on the Stock Exchange;

(b) Hang Seng Index, Hang Seng China Enterprises Index and Hang Seng China H-Financials Index; and/or

(c) overseas securities, overseas indices, currencies, commodities (such as oil, gold and platinum), commodity futures or other assets as prescribed by the Stock Exchange from time to time.

A list of eligible Underlying Assets for CBBCs is available on the website of the HKEx at *http://www.hkex.com.hk/eng/prod/secprod/cbbc/underlying_latest.htm*.

CBBCs are issued either as callable bull contracts ("**bull CBBCs**") or callable bear contracts ("**bear CBBCs**"), allowing you to take either bullish or bearish positions on the Underlying Asset.

Bull CBBCs are designed for investors who have an optimistic view on the Underlying Asset. Bear CBBCs are designed for investors who have a pessimistic view on the Underlying Asset.

CBBCs have a mandatory call feature (the "**Mandatory Call Event**") and, subject to the limited circumstances set out in the relevant Conditions in which a Mandatory Call Event may be reversed, we must terminate our CBBCs upon the occurrence of a Mandatory Call Event. See "What are the mandatory call feature of CBBCs?" below.

There are 2 categories of CBBCs, namely:

(a) Category R CBBCs; and

(b) Category N CBBCs.

Your entitlement following the occurrence of a Mandatory Call Event will depend on the category of the CBBCs.

If no Mandatory Call Event occurs, the CBBCs will be exercised automatically on the Expiry Date by payment of a Cash Settlement Amount (if any). The Cash Settlement Amount (if any) payable at expiry represents the difference between the Closing Price/Closing Level of the Underlying Asset on the Valuation Date and the Strike Price/Strike Level.

The Conditions applicable to CBBCs are set out in Parts A, B and C of Appendix 3 (as may be supplemented by any addendum or the relevant supplemental listing document).

What are the mandatory call feature of CBBCs?

Mandatory Call Event

Subject to the limited circumstances set out in the relevant Conditions in which a Mandatory Call Event may be reversed, we must terminate the CBBCs if a Mandatory Call Event occurs. A Mandatory Call Event occurs if the Spot Price/Spot Level of the Underlying Asset is:

(a) at or below the Call Price/Call Level (in the case of a series of bull CBBCs); or

(b) at or above the Call Price/Call Level (in the case of a series of bear CBBCs),

at any time during the Observation Period.

The Observation Period starts from and including the Observation Commencement Date of the relevant CBBCs and ends on and including the Trading Day immediately preceding the Expiry Date.

Subject to the limited circumstances set out in the relevant Conditions in which a Mandatory Call Event may be reversed and such modification and amendment as may be prescribed by the Stock Exchange from time to time:

(a) all trades in the CBBCs concluded via auto-matching or manually after the time of the occurrence of a Mandatory Call Event; and

(b) where the Mandatory Call Event occurs during a pre-opening session or closing auction session (if applicable), all auction trades in the CBBCs concluded in such session and all manual trades concluded after the end of the pre-order matching period in such session, will be invalid and cancelled, and will not be recognised by us or the Stock Exchange.

The time at which a Mandatory Call Event occurs will be determined by reference to:

(a) in respect of CBBCs over single equities ("**Single Equity CBBCs**") or CBBCs over single unit trust ("**Single Unit Trust CBBCs**"), the Stock Exchange's automatic order matching and execution system time at which the Spot Price is at or below the Call Price (for a series of bull CBBCs) or is at or above the Call Price (for a series of bear CBBCs); or

(b) in respect of CBBCs over index ("**Index CBBCs**"), the time the relevant Spot Level is published by the index compiler at which the Spot Level is at or below the Call Level (for a series of bull CBBCs) or is at or above the Call Level (for a series of bear CBBCs),

subject to the rules and requirements as prescribed by the Stock Exchange from time to time.

Category R CBBCs vs. Category N CBBCs

The supplemental listing document for the relevant series of CBBCs will specify whether the CBBCs are Category R CBBCs or Category N CBBCs.

"**Category N CBBCs**" refer to CBBCs for which the Call Price/Call Level is equal to their Strike Price/Strike Level. In respect of a series of Category N CBBCs, you will not receive any cash payment following the occurrence of a Mandatory Call Event.

"**Category R CBBCs**" refer to CBBCs for which the Call Price/Call Level is different from their Strike Price/Strike Level. In respect of a series of Category R CBBCs, you may receive a cash payment called the "**Residual Value**" (net of any Exercise Expenses) upon the occurrence of a Mandatory Call Event. The amount of the Residual Value payable (if any) is calculated by reference to:

(a) in respect of a series of bull CBBCs, the difference between the Minimum Trade Price/Minimum Index Level and the Strike Price/Strike Level of the Underlying Asset; and

(b) in respect of a series of bear CBBCs, the difference between the Strike Price/Strike Level and the Maximum Trade Price/Maximum Index Level of the Underlying Asset.

You must read the applicable Product Conditions and the relevant supplemental listing document to obtain further information on the calculation formula of the Residual Value applicable to Category R CBBCs.

You may lose all of your investment in a particular series of CBBCs if:

(a) in the case of a series of bull CBBCs, the Minimum Trade Price/Minimum Index Level of the Underlying Asset is equal to or less than the Strike Price/Strike Level; or

(b) in the case of a series of bear CBBCs, the Maximum Trade Price/Maximum Index Level of the Underlying Asset is equal to or greater than the Strike Price/Strike Level.

Where can you find the Product Conditions applicable to our CBBCs?

You should review the Product Conditions applicable to each type of the CBBCs before your investment.

The Product Conditions applicable to each type of our CBBCs are set out in Appendix 3.

How is the funding cost calculated?

The issue price of a series of CBBCs is set by reference to (i) the difference between the initial reference spot price/level of the Underlying Asset as at the launch date of the CBBC and the Strike Price/Strike Level, plus (ii) if applicable, a funding cost.

The initial funding cost applicable to the CBBCs as of the launch date will be specified in the relevant supplemental listing document for the relevant series.

The funding cost is an amount determined by us based on a number of factors, including but not limited to the Strike Price/Strike Level, the prevailing interest rate and, for Single Equity CBBCs or Single Unit Trust CBBCs, the expected dividend/distribution yield in respect of the Underlying Asset.

The funding cost may fluctuate throughout the life of the CBBCs as the funding rate changes from time to time.

Further details about the funding cost applicable to a series of CBBCs will be described in the relevant supplemental listing document.

Do you own the Underlying Asset?

CBBCs convey no interest in the Underlying Asset. We may choose not to hold the Underlying Asset or any derivatives contracts linked to the Underlying Asset. There is no restriction through the issue of the CBBCs on the ability of the BNP Group to sell, pledge or otherwise convey all rights, titles and interests in any Underlying Asset or any derivatives products linked to the Underlying Asset.

What are the factors determining the price of a CBBC?

The price of a series of CBBCs tend to mirror the movement in the value of the Underlying Asset in dollar value (on the assumption of an entitlement ratio of one CBBC to one unit of Underlying Asset).

However, throughout the term of a CBBC, its price will be influenced by a number of factors, including:

(a) the Strike Price/Strike Level and the Call Price/Call Level;

(b) the likelihood of the occurrence of a Mandatory Call Event;

(c) for Category R CBBCs only, the probable range of the Residual Value payable upon the occurrence of a Mandatory Call Event;

(d) the time remaining to expiry;

(e) any change(s) in interim interest rates;

(f) expected dividend payments or other distribution on the Underlying Asset or on any components comprising the underlying index;

(g) the probable range of the Cash Settlement Amount;

(h) the supply and demand for the CBBCs;

(i) the liquidity of the Underlying Asset or of the future contracts relating to the underlying index;

(j) our related transaction costs; and/or

(k) our creditworthiness and the creditworthiness of the Guarantor.

What is your maximum loss?

Your maximum loss in CBBCs will be your entire investment amount plus any transaction cost.

How can you get information about the CBBCs after issue?

You may visit the HKEx's website at *http://www.hkex.com.hk/eng/prod/secprod/cbbc/Intro.htm* or our website at *http://www.bnppwarrant.com.hk* to obtain further information on CBBCs or any notice given by us or the Stock Exchange in relation to our CBBCs.

DESCRIPTION OF THE ISSUER

History

Our name is:

BNP Paribas Arbitrage Issuance B.V.

We are a private limited company under Dutch law ("**besloten vennootschap met beperkte aansprakelijkheid**"), having its registered office at Herengracht 537, 1017 BV Amsterdam, the Netherlands and registered with the Commercial Register under number 33215278. We were incorporated on 10 November 1989.

Business

Our objects are:

(a) to borrow, lend out and collect monies, including but not limited to the issue or the acquisition of debentures, debt instruments, financial instruments such as, among others, warrants and certificates of any nature, with or without indexation based on, inter alia, shares, basket of shares, stock exchange indexes, currencies, commodities or futures on commodities, and to enter into related agreements;

(b) to finance enterprises and companies;

(c) to establish and to in any way participate in, manage and supervise enterprises and companies;

(d) to offer advice and to render services to enterprises and companies with which the company forms a group of companies, and to third parties;

(e) to grant security, to bind the company and to encumber assets of the company for the benefit of enterprises and companies with which the company forms a group of companies, and of third parties;

(f) to acquire, manage, exploit and dispose of registered property and asset value in general;

(g) to trade in currencies, securities and asset value in general;

(h) to exploit and trade in patents, trademark rights, licences, know-how and other industrial rights of ownership;

(i) to engage in industrial, financial and commercial activities of any nature,

and all other things as may be deemed incidental or conducive to the attainment of the above objects, in the broadest sense of the word.

Share capital

The authorised share capital is composed of 225,000 euros divided into 225,000 shares of one euro each. The issued share capital is 45,379 euros, divided in 45,379 shares of one euro each.

All shares are registered shares and no share certificates have been issued.

Management

Management Board

Our management will be composed of a Management Board with one or several members appointed by the general meeting of shareholders.

Duties of the Management Board

Within the limits of the constitutional documents, the Management Board will be responsible for our management.

Delegation of management

BNP Paribas is our sole shareholder. BNP Paribas has appointed on 22 February 2001 as sole managing director BNP Paribas Trust B.V., a company established and existing under the laws of the Netherlands, with its registered office at Herengracht 537, NL-1017 BV, Amsterdam. Messrs. Selles and Sijsling, Directors of BNP Paribas Trust B.V. have the power to take all necessary measures in relation to the issue of securities of BNP Paribas Arbitrage Issuance B.V..

DESCRIPTION OF THE GUARANTOR

History

1966 Creation of BNP

The merger of BNCI and CNEP to form BNP represented the largest restructuring operation in the French banking sector since the end of the Second World War.

1968 Creation of Compagnie Financière de Paris et des Pays-Bas

1982 Nationalisation of BNP and Compagnie Financière de Paris et des Pays-Bas at the time of the nationalisation of all French banks

In the 1980s, deregulation of the banking sector and the growing tendency of borrowers to raise funds directly on the financial market transformed the banking business in France and worldwide.

1987 Privatisation of Compagnie Financière de Paribas

With 3.8 million individual shareholders, Compagnie Financière de Paribas had more shareholders than any other company in the world. Compagnie Financière de Paribas owned 48% of the capital of Compagnie Bancaire.

1993 Privatisation of BNP

BNP's return to the private sector represented a new beginning. During the 1990s, new banking products and services were launched, the Bank expanded its presence in France and internationally, developed its activities in financial markets and prepared to reap the full benefits of the introduction of the euro. Privatisation also significantly boosted the Bank's profitability – in 1998, it led the French banking industry in terms of return on equity.

1998 Creation of Paribas

On 12 May 1998, the merger between Compagnie Financière de Paribas, Banque Paribas and Compagnie Bancaire was approved.

1999 A benchmark year for the Group

Following an unprecedented double tender offer and stock market bids waged over six months, BNP was in a position to carry out a merger of equals with Paribas. For both groups, this was the most important event since their privatization. At a time of economic globalisation, the merger created a leading player in the European banking sector poised to compete on a global scale.

2000 Creation of BNP Paribas

Merger of BNP and Paribas on 23 May 2000

Drawing on its strong banking and financial services heritage, the new Group's objectives are to create value for shareholders, clients and employees by building the bank of the future and becoming a benchmark player in the global market.

2006 Acquisition of BNL in Italy

BNP Paribas acquired BNL, Italy's 6th largest bank. This acquisition transformed BNP Paribas, providing it access to a second domestic market in Europe. In both Italy and France, all of the group's businesses can draw on a national banking network to develop their activities.

2009 Merger with the Fortis group

BNP Paribas took control of Fortis Banque and BGL (Banque Générale du Luxembourg), thereby creating a European leader in retail banking, with four domestic markets.

Key figures – Ratings

BNP Paribas, Europe's leading provider of banking and financial services, has four domestic retail banking markets in Europe, namely Belgium, France, Italy and Luxembourg.

It operates in 75 countries and has almost 188,000 employees, including over 147,000 in Europe. BNP Paribas holds key positions in its three activities:

- Retail Banking, which includes:
  - a set of Domestic Markets, comprising:
    - French Retail Banking (FRB),
    - BNL banca commerciale (BNL bc), Italian retail banking,
    - Belgian Retail Banking (BRB),
    - Other Domestic Markets activities, including Luxembourg Retail Banking (LRB);
  - International Retail Banking, comprising:
    - Europe-Mediterranean,
    - BancWest;
  - Personal Finance;
- Investment Solutions;
- Corporate and Investment Banking (CIB).

BNP Paribas SA is the parent company of the BNP Paribas Group.

At 31 December 2014, the Group had consolidated assets of €2,077.8 billion (compared to €1,810.5 billion at 31 December 2013*), consolidated loans and receivables due from customers of €657.4 billion (compared to €612.5 billion at 31 December 2013*), consolidated items due to customers of €641.5 billion (compared to €553.5 billion at 31 December 2013*) and shareholders' equity (Group share) of €89.4 billion (compared to €87.4 billion at 31 December 2013*). Pre-tax income at 31 December 2014 was €3.1 billion (compared to €8.1 billion at 31 December 2013*). Net income, Group share, at 31 December 2014 was €0.2 billion (compared to €4.8 billion at 31 December 2013*).

* *Restated according to IFRS 10 and 11 and the amendment to IAS 32.*

The Group currently has long-term senior debt ratings of "A1", with negative outlook from Moody's, "A+" with negative outlook from S&P and "A+" with stable outlook from Fitch.

2014 rankings and awards

§ CORPORATE BANKING

2014 awards

- Best Export Finance Arranger (*Trade Finance Awards for Excellence,* 2014);
- Best Trade Bank in Western Europe (*Trade Finance Review Excellence Awards*);
- Best Infrastructure Bank for Latin America (*LatinFinance*, 2014);
- European Bank of the Year (*Project Finance International*);

- No. 1 European Large Corporate Trade Finance Market Penetration (*Greenwich Associates*, 2014);
- Best Service Provider – eSolutions partner Bank in Hong Kong and India (*The Asset, Triple A Transaction Banking Awards,* 2014).

2014 rankings

- No. 1 Bookrunner and MLA in EMEA Syndicated Loans by volume (*Thomson Reuters*, 2014);
- No. 1 Bookrunner for EMEA Leveraged Loans by volume and number of deals (*Dealogic*, 2014);
- No. 1 MLA for European Project Finance and No. 4 MLA for Global Project Finance (*Dealogic*, 2014);
- No. 5 Cash Management Bank Globally, No. 2 in Singapore, No. 3 in India, No. 6 in Asia (*Euromoney*, October 2014);
- No. 2 MLA in European ECA Financing (*Dealogic*, 2014).

§ GLOBAL EQUITIES & COMMODITY DERIVATIVES

- Structured Products House of the Year (*Structured Products Europe Awards*, 2014);
- Derivatives House of the Year Asia 2014 (*The Asset*, 2014);
- Best Flow House in Western Europe 2014 (*Euromoney*, 2014);
- Research, Strategy, Engineering House of the Year 2014 (*Global Capital Derivatives Awards*, 2014);
- Base Metals House of the Year (*Energy Risk Awards*, 2014);
- No. 1 Best Equities House (*Structured Retail Products*, Asia 2014);
- No. 1 Best Commodities House (*Structured Retail Products*, Asia 2014).

§ FIXED INCOME

2014 rankings

- No. 1 Bookrunner for euro bond issues; No. 9 Bookrunner for international bond issues in all currencies (*Thomson Reuters*, 2014);
- No. 1 China Overall (*Euromoney FX Survey*, 2014);
- No. 1 Inflation Swaps EUR (*Risk Institutional Investor Rankings*, 2014);
- No. 1 Credit Products Overall (*Risk Institutional Investor Rankings*, 2014);
- No. 1 Derivative ePlatform (*Asia Risk Corporate Ranking*, 2014);
- No. 1 European Interest Rate Options (*Risk Bank Rankings*, 2014).

2014 awards

- Structured Products House of the Year (*Structured Products Europe Awards*, 2014);
- FX House of the Year (*Structured Products Europe Awards*, 2014);
- Structured Products House of the Year (*Asian Private Banker Structured Products Awards for Excellence*);

- Most Impressive CEE House (*GlobalCapital Bonds*, 2014);
- European Investment Grade Corporate Bond House (*IFR Awards*, 2014);
- Covered Bond House (*IFR Awards*, 2014);
- Best Euro Lead Manager (*The Cover Awards*, 2014);
- Bank eFX Initiative of the Year (*FX Week eFX Awards*, 2014);
- Most Innovative Bank eTrading Platform (*FX Week eFX Awards*, 2014);
- Best Single Dealer Platform for Structured Products (*Asian Private Banker, Structured Products Awards for Excellence*, 2014).

Capital Stock

As at 31 December 2014, BNP Paribas' share capital stood at €2,491,915,350 divided into 1,245,957,675 shares.

Further information

For more information on BNP Paribas, please visit http://invest.bnpparibas.com/en.

Board of Directors

The following table sets forth the names of the current members of the Board of Directors, their current function at the Bank, their business address and their principal business activities outside of the Bank as at 31 December 2014, except where specified:

Jean LEMIERRE
Principal function: ***Chairman of the Board of Directors*** **of BNP Paribas (since 1 December 2014)**

Born 6 June 1950
Term start and end dates: 1 December 2014(**) – 2017 AGM
First elected to the Board on: 1 December 2014

Number of BNP Paribas shares held(1): 2,945
Office address: 3, rue d'Antin
75002 PARIS
FRANCE

Education
Graduate of the Institut d'Études Politiques de Paris
Graduate of the École Nationale d'Administration Law degree

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas,(*) Chairman of the Board of Directors
Bank Gospodarki Zywnosciowej (BGZ)(*) (Poland), Director
TEB Holding AS (Turkey), Director

Other(1)
Chairman of the Centre for Prospective Studies and International Information (CEPII)
Member of the Institute of International Finance (IIF)
Member of the International Advisory Board of Orange
Member of the International Advisory Council of China Development Bank (CDB)
Member of the International Advisory Council of China Investment Corporation (CIC)

(1) Year ended 31 December 2014.
(*) Listed company.
(**) Appointment whose ratification will be submitted to the General Meeting of 13 May 2015.

Baudouin PROT
Principal function: ***Chairman of the Board of Directors of*** **BNP Paribas (until 1 December 2014)**

Born 24 May 1951
Term start and end dates: 14 May 2014 – 1 December 2014
First elected to the Board on: 7 March 2000

Number of BNP Paribas shares held[1]: 146,129
Office address: 3, rue d'Antin
75002 PARIS
FRANCE

Education
Graduate of the École des Hautes Études Commerciales
Graduate of the École Nationale d'Administration

Offices held[1] in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas[*], Chairman of the Board of Directors

Offices held[1] outside BNP Paribas Group in listed or unlisted companies, in France or abroad
Kering[*], Director
Lafarge[*], Director
Veolia Environnement[*], Director

Participation[1] in Special Committees of French or foreign companies
Kering, member of the Appointments Committee
Lafarge, member of the Corporate Governance and Nominations Committee and the Strategy, Development and Sustainable Development Committee

Other[1]
Director of the Institute of International Finance (IIF)
Member of the International Advisory Panel of the Monetary Authority of Singapore (MAS)
Member of the International Business Leaders' Advisory Council (IBLAC) of the city of Shanghai

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:	2012:	2011:	2010:
Chairman of the Board of Directors of: BNP Paribas **Director of:** Kering, Veolia Environnement, Lafarge, Pargesa Holding SA (Switzerland), Institute of International Finance (IIF) **Chairman of:** International Monetary Conference (IMC) **Member of:** International Advisory Panel of the Monetary Authority of Singapore (MAS), International Business Leaders' Advisory Council (IBLAC) of the city of Shanghai	**Chairman of the Board of Directors of:** BNP Paribas **Director of:** Pinault-Printemps-Redoute, Veolia Environnement, Lafarge, Erbé SA (Belgium), Pargesa Holding SA (Switzerland), Institute of International Finance (IIF) **Chairman of:** International Monetary Conference (IMC) **Member of:** International Advisory Panel of the Monetary Authority of Singapore (MAS), International Business Leaders' Advisory Council (IBLAC) of the city of Shanghai	**Chairman of the Board of Directors of:** BNP Paribas (from 1 December 2011) **Director of:** Pinault-Printemps-Redoute, Veolia Environnement, Erbé SA (Belgium), Pargesa Holding SA (Switzerland) **Member of:** Vice Chairman of the IMC (International Monetary Conference), Institute of International Finance (IIF), International Advisory Panel of the MAS (Monetary Authority of Singapore)	**Chief Operating Officer and Director of:** BNP Paribas **Director of:** Pinault-Printemps-Redoute, Veolia Environnement, Erbé SA (Belgium), Pargesa Holding SA (Switzerland) **Member of:** Executive Committee of Fédération Bancaire Française

(1) Year ended 30 November 2014.
(*) Listed company.

Michel PÉBEREAU
***Principal function: Honorary Chairman of* BNP Paribas**

Born 23 January 1942
Term start and end dates: 23 May 2012 – 2015 AGM
First elected to the Board on: 14 May 1993

Number of BNP Paribas shares held(1): 181,772
Office address: 3, rue d'Antin
75002 PARIS
FRANCE

Education
Graduate of the École Polytechnique
Graduate of the École Nationale d'Administration

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
Deputy Chairman and member of the Supervisory Board of Banque Marocaine pour le Commerce et l'Industrie (BMCI)(*) (Morocco)
Honorary Chairman and Director of BNP Paribas(*)
BNP Paribas (Switzerland) SA, Director

Offices held(1) outside BNP Paribas Group in listed or unlisted companies, in France or abroad
Airbus(*) (Netherlands), Director,
ESL Network (SAS), Chairman of the Strategic Council (advisory body)
M.J.P. Conseil (Sarl), manager
Pargesa Holding SA(*) (Switzerland), Director
Paris fait son cinéma (SAS), associate
Total SA(*), Director

Participation(1) in Special Committees of the Board of Directors of French or foreign companies
BNP Paribas, Chairman of the Corporate Governance and Nominations Committee
Airbus, member of the Audit Committee
Total SA, Chairman of the Compensation Committee

Other(1)
Member of the Académie des Sciences morales et politiques
Honorary Chairman of HSBC France (formerly CCF)
Chairman of the Centre des Professions Financières
Representative of the President of MEDEF at the Centre National Éducation Économie (CNEE)
Member of the Sponsorship Committee of Cercle Jean-Baptiste Say
Chairman of the Club des partenaires de TSE
Member of the Sponsorship Committee of the Collège des Bernardins
Chairman of the Board of Directors of Fondation ARC
Chairman of the Fondation BNP Paribas
Member of the Board of Directors of the Fondation Jean-Jacques Laffont – TSE
Member of the Fondation Nationale des Sciences Politiques
Honorary Chairman and member of the Policy Board of the Institut de l'Entreprise
Chairman of the Strategic Council of the Institut Vaucanson
Member of the Steering Committee of the MEDEF

Functions at previous year-ends *(the companies listed are the parent companies of the groups in which the functions were carried out)*			
2013: **Honorary Chairman of:** BNP Paribas **Director of:** Total SA, BNP Paribas (Switzerland) SA, EADS NV (Netherlands), Pargesa Holding SA (Switzerland) **Member of the Supervisory Board of:** Union Bancaire pour le Commerce et l'Industrie (Morocco) **Non-voting Director of**: Société Anonyme des Galeries Lafayette **Chairman of:** Fondation BNP Paribas **Honorary Chairman of:** HSBC France (formerly CCF), the Aspen Institute, the Institut de l'Entreprise **Member of:** the Académie des Sciences morales et politiques, the Supervisory Board and Steering Committee of the Aspen Institute, Steering Committee of Institut de l'entreprise, Fondation Nationale des Sciences Politiques, and the Board of Directors of Fondation ARC	**2012:** **Honorary Chairman of:** BNP Paribas **Director of:** AXA, Compagnie de Saint-Gobain, Total SA, BNP Paribas (Switzerland) SA, EADS NV (Netherlands) Pargesa Holding SA (Switzerland) **Member of the Supervisory Board of:** Union Bancaire pour le Commerce et l'Industrie (Morocco) **Non-voting Director of**: Société Anonyme des Galeries Lafayette **Chairman of:** the Management Board of Institut d'Études Politiques de Paris, Fondation BNP Paribas **Honorary Chairman of:** HSBC France (formerly CCF), the Supervisory Board of the Aspen Institute, the Institut de l'Entreprise **Member of:** Académie des Sciences morales et politiques, Executive Committee of Mouvement des Entreprises de France, Steering Committee of Institut de l'entreprise, Fondation Nationale des Sciences Politiques, Fondation ARC	**2011:** **Honorary Chairman of:** BNP Paribas (from 1 December 2011) **Director of:** AXA, Compagnie de Saint-Gobain, Lafarge, Total SA, BNP Paribas (Switzerland) SA, EADS NV (-Netherlands), Pargesa Holding SA (Switzerland) **Member of the Supervisory Board of:** Union Bancaire pour le Commerce et l'Industrie (Morocco) **Non-voting Director of**: Société Anonyme des Galeries Lafayette **Chairman of:** Management Board of Institut d'Études Politiques de Paris **Honorary Chairman of:** HSBC France (formerly CCF) **Member of:** Académie des Sciences morales et politiques, Executive Committee of Mouvement des Entreprises de France, International Business Leaders' Advisory Council for the Mayor of Shanghai (IBLAC)	**2010:** **Chairman of the Board of Directors of:** BNP Paribas **Director of:** AXA, Compagnie de Saint-Gobain, Lafarge, Total SA, BNP Paribas (Switzerland) SA, EADS NV (-Netherlands), Pargesa Holding SA (Switzerland) **Member of the Supervisory Board of:** Union Bancaire pour le Commerce et l'Industrie (Morocco) **Non-voting Director of:** Société Anonyme des Galeries Lafayette **Chairman of:** European Financial Round Table, Investment Banking and Financial Markets Committee of Fédération Bancaire Française, Management Board of Institut d'Études Politiques de Paris, Institut de l'entreprise **Honorary Chairman of:** HSBC France (formerly CCF) **Member of:** Académie des Sciences morales et politiques, Executive Committee of Mouvement des Entreprises de France, Haut Conseil de l'Éducation, Institut International d'Études Bancaires, International Advisory Panel of the Monetary Authority of Singapore, International Capital Markets Advisory Committee of the Federal Reserve Bank of New York, International Business Leaders' Advisory Council for the Mayor of Shanghai (IBLAC)

(1) Year ended 31 December 2014.
(*) Listed company.

Jean-Laurent BONNAFÉ
Principal function: ***Chief Operating Officer and Director of:*** **BNP Paribas**

Born 14 July 1961
Term start and end dates: 15 May 2013 – 2016 AGM
First elected to the Board on: 12 May 2010

Number of BNP Paribas shares held(1): 80,385(2)
Office address: 3, rue d'Antin
75002 PARIS
FRANCE

Education
Graduate of the École Polytechnique
Graduate of the École des Mines

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director and Chief Executive Officer
Director of BNP Paribas Fortis (Belgium)

Offices held(1) outside BNP Paribas Group in listed or unlisted companies, in France or abroad
Carrefour(*), Director

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:	2012:	2011:	2010:
Chief Operating Officer and Director of: BNP Paribas **Director of:** Carrefour, Banca Nazionale del Lavoro (Italy), BNP Paribas Fortis (Belgium)	**Chief Operating Officer and Director of:** BNP Paribas **Director of:** Carrefour, Banca Nazionale del Lavoro (Italy), BNP Paribas Fortis (Belgium), Erbé SA (Belgium)	**Chief Executive Officer and Director of:** BNP Paribas (from 1 December 2011) **Director of:** Carrefour, BNP Paribas Personal Finance, Banca Nazionale del Lavoro (Italy), BNP Paribas Fortis (Belgium)	**Chief Operating Officer and Director of:** BNP Paribas **Director of:** Carrefour, BNP Paribas Personal Finance, Banca Nazionale del Lavoro (Italy) **Chairman of:** Management Committee and Executive Committee of BNP Paribas Fortis (Belgium) **Chief Executive Officer of:** BNP Paribas Fortis (Belgium)

(1) Year ended 31 December 2014.
(2) Includes 17,840 BNP Paribas shares held under the Company Savings Plan.
(*) Listed company.

Pierre André de CHALENDAR
Principal function: ***Chairman and Chief Executive Officer of:*** **Compagnie de Saint-Gobain**

Born 12 April 1958
Term start and end dates: 23 May 2012 – 2015 AGM
First elected to the Board on: 23 May 2012

Number of BNP Paribas shares held[(1)]: 1,000
Office address: Les Miroirs
92096 LA DÉFENSE CEDEX
FRANCE

Education
Graduate of ESSEC
Graduate of the École Nationale d'Administration

Offices held[(1)] in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas[(*)], Director

Offices held[(1)] outside BNP Paribas Group in listed or unlisted companies, in France or abroad
Chairman and Chief Executive Officer of Compagnie de Saint-Gobain[(*)]
GIE SGPM Recherches, Director
Saint-Gobain Corporation, Director
Veolia Environnement[(*)], Director

Participation[(1)] in Special Committees of French or foreign companies
BNP Paribas, Chairman of the Compensation Committee
Compagnie de Saint-Gobain, member of the Strategic Committee
Veolia Environnement, member of the Research, Innovation and Sustainable Development Committee and the Appointments Committee

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:	2012:
Chairman and Chief Executive Officer of: Compagnie de Saint-Gobain **Chairman of:** Verallia **Director of:** BNP Paribas, Veolia Environnement, Saint-Gobain Corporation, GIE SGPM Recherches	**Chairman and Chief Executive Officer of:** Compagnie de Saint-Gobain **Chairman of:** Verallia **Director of:** BNP Paribas, Veolia Environnement, Saint-Gobain Corporation, GIE SGPM Recherches

(1) Year ended 31 December 2014.
(*) Listed company.

Monique COHEN
Principal function: ***Associate Director of*** **Apax France**

Born 28 January 1956
Term start and end dates: 14 May 2014 – 2017 AGM
First elected to the Board on: 12 February 2014, ratified by the General Meeting of 14 May 2014

Number of BNP Paribas shares held[(1)]: 9,620
Office address: 1, rue Paul Cézanne
75008 PARIS
FRANCE

Education
Graduate of École Polytechnique
Master's degree in Mathematics
Master's degree in Business Law

Offices held[(1)] in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas[(*)], Director

Offices held[(1)] outside BNP Paribas Group in listed or unlisted companies, in France or abroad
Altamir Gérance SA, Chief Operating Officer
Fabadari SCI, manager
Hermes, Vice Chairman of the Supervisory Board
JC Decaux, member of the Supervisory Board
Proxima Investment SA (Luxembourg), Chairman of the Board of Directors
Safran, Director

Positions held under the principal function
Apax Partners MidMarket SAS, member of the Board of Directors
Trocadero Participations II SAS, Chairman
Trocadero Participation SAS, Chairman of the Supervisory Board

Participation[(1)] in Special Committees of French or foreign companies
BNP Paribas, member of the Audit Committee and the Compensation Committee
Hermes, Chairman of the Audit and Risk Committee
JC Decaux, member of the Audit Committee
Safran, member of the Audit and Risk Committee

Other[(1)]
Global Project SAS, member of the Special Committee (advisory body)

(1) Year ended 31 December 2014.
(*) Listed company.

Marion GUILLOU
Principal function: *Chairman of* Agreenium

Born 17 September 1954
Term start and end dates: 15 May 2013 – 2016 AGM
First elected to the Board on: 15 May 2013

Number of BNP Paribas shares held(1): 600
Office address: 147, rue de l'Université
75007 PARIS
FRANCE

Education
Graduate of the École Polytechnique
Graduate of the École Nationale du Génie Rural, des Eaux et des Forêts
Doctor of Food Sciences

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Offices held(1) outside BNP Paribas Group in listed or unlisted companies, in France or abroad
Agreenium (public institution), Chairman
Apave, Director
CGIAR (international organisation), Director
Imerys(*), Director
Veolia Environnement(*), Director

Participation(1) in Special Committees of French or foreign companies
BNP Paribas, member of the Corporate Governance and Nominations Committee and the Internal Control, Risk Management and Compliance Committee
CGIAR, Chairman of the Nominations and Evaluation Committee
Imerys, member of the Appointments and Compensation Committee
Veolia Environnement, member of the Research, Innovation and Sustainable Development Committee and the Appointments Committee

Other(1)
Fondation Nationale de Sciences Politiques (FNSP), member of the Board of Directors

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:
Chairman of Agreenium
Director of: BNP Paribas, Apave, CGIAR, Imerys, Veolia Environnement

(1) Year ended 31 December 2014.
(*) Listed company

Denis KESSLER
Principal function: ***Chairman and Chief Executive Officer of*** **SCOR SE**

Born 25 March 1952
Term start and end dates: 23 May 2012 – 2015 AGM
First elected to the Board on: 23 May 2000

Number of BNP Paribas shares held(1): 2,684
Office address: 5, avenue Kléber
75016 PARIS
FRANCE

Education
Degree in Economic Science
Degree in Social Science
Doctor of Economic Science
Graduate of the École des Hautes Études Commerciales

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Offices held(1) outside BNP Paribas Group in listed or unlisted companies, in France or abroad
Invesco Ltd(*) (USA), Director
SCOR SE(*), Chairman and Chief Executive Officer

Participation(1) in Special Committees of French or foreign companies
BNP Paribas, Chairman of the Financial Statements Committee
SCOR SE, Chairman of the Strategic Committee

Other(1)
Association de Genève, member of the Board of Directors
Association Le Siècle, member of the Board of Directors
Conference Board, Global counsellor
Member of the Board of Laboratoire d'Excellence Finance et Croissance Durable (LabexFCD), member of the Advisory Board
of the Global Reinsurance Forum, Reinsurance Advisory Board, member

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:
Chairman and Chief Executive Officer of SCOR SE
Director of: BNP Paribas, Dassault Aviation, Invesco Ltd (USA)
Member of the Supervisory Board of: Yam Invest NV (Netherlands)
Member of: Commission Économique de la Nation, Board of Directors of Association de Genève, Board of Directors of the Association Le Siècle, Global Reinsurance Forum, Reinsurance Advisory Board, Laboratoire d'Excellence Finance et Croissance Durable (LabexFCD), Global Counsellor of the Conference Board

2012:
Chairman and Chief Executive Officer of SCOR SE
Director of: BNP Paribas, Bolloré, Dassault Aviation, Fonds Stratégique d'Investissement, Invesco Ltd (United States)
Member of the Supervisory Board of: Yam Invest NV (Netherlands)
Member of: Commission Économique de la Nation, Board of Directors of Association de Genève, Board of Directors of the Association Le Siècle, Global Reinsurance Forum, Reinsurance Advisory Board, Laboratoire d'Excellence Finance et Croissance Durable (LabexFCD)

2011:
Chairman and Chief Executive Officer of SCOR SE
Director of: BNP Paribas, Bolloré, Dassault Aviation, Fonds Stratégique d'Investissement, Invesco Ltd (United States)
Member of the Supervisory Board of: Yam Invest NV (Netherlands)
Member of: Commission Économique de la Nation, Board of Directors of the Association Le Siècle, Board of Directors of Association de Genève, Board of French Foundation for Medical Research, Strategic Board of the European Insurance Federation, Global Reinsurance Forum, Reinsurance Advisory Board

2010:
Chairman and Chief Executive Officer of SCOR SE
Director of: BNP Paribas, Bolloré, Dassault Aviation, Fonds Stratégique d'Investissement, Invesco Ltd (United States)
Member of the Supervisory Board of: Yam Invest NV (Netherlands)
Member of: Commission Économique de la Nation, Board of Directors of the Association Le Siècle, Board of Directors of Association de Genève, Board of French Foundation for Medical Research, Strategic Board of the European Insurance Federation
Chairman of: Reinsurance Advisory Board, Global Reinsurance Forum

(1) Year ended 31 December 2014.
(*) Listed company.

Jean-François LEPETIT
Principal function: *Director of companies*

Born 21 June 1942
Term start and end dates: 14 May 2014 – 2017 AGM
First elected to the Board on: 5 May 2004

Number of BNP Paribas shares held(1): 9,167
Office address: 30, boulevard Diderot
75572 PARIS CEDEX 12
FRANCE

Education
Graduate of the École des Hautes Études Commerciales
Master of Law

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Offices held(1) outside BNP Paribas Group in listed or unlisted companies, in France or abroad
Shan SA, Director
Smart Trade Technologies SA, Director

Participation(1) in Special Committees of French or foreign companies
BNP Paribas, Chairman of the Internal Control, Risk Management and Compliance Committee and member of the Compensation Committee

Other(1)
Qatar Financial Center Regulatory Authority (QFCRA), Doha (Qatar), member of the Board

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:	2012:	2011:	2010:
Director of: BNP Paribas, Smart Trade Technologies SA, Shan SA **Member of:** Board of the Qatar Financial Centre Regulatory Authority (QFCRA), Doha (Qatar), Conseil de la régulation financière et du risque systémique (Corefris)	**Director of:** BNP Paribas, Smart Trade Technologies SA, Shan SA **Member of:** Board of the Qatar Financial Centre Regulatory Authority (QFCRA), Doha (Qatar), Conseil de la régulation financière et du risque systémique (Corefris)	**Director of:** BNP Paribas, Smart Trade Technologies SA, Shan SA **Member of:** Board of the Qatar Financial Centre Regulatory Authority (QFCRA), Doha (Qatar)	**Director of:** BNP Paribas, Smart Trade Technologies SA, Shan SA **Member of:** Board of the Qatar Financial Centre Regulatory Authority (QFCRA), Doha (Qatar)

(1) Year ended 31 December 2014.
(*) Listed company.

Christophe de MARGERIE†
Principal function: *Chairman and Chief Executive Officer of:* **Total S.A.**

Born 6 August 1951 – Died 20 October 2014
Term start and end dates: 15 May 2013 – 20 October 2014
First elected to the Board on: 15 May 2013

Office address: 2, place Jean-Millier
LA DEFENSE 692078 LA
DÉFENSE CEDEX
FRANCE

Education
Graduate of the École Supérieure de Commerce de Paris

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Offices held(1) outside BNP Paribas Group in listed or unlisted companies, in France or abroad

Shtokman Development AG (Switzerland), Director
Total SA(*), Director and Chairman and Chief Executive Officer

Participation(1) in Special Committees of French or foreign companies
BNP Paribas, member of the Financial Statements Committee
Total SA, Chairman of the Strategic Committee

Other(1)
Institut du Monde Arabe, Director

(1) Year ended 20 October 2014.
(*) Listed company.

Nicole MISSON
Principal function: ***Customer Advisor***

Born 21 May 1950
Term start and end dates: elected by BNP Paribas executive employees for three years from 16 February 2012 – 15 February 2015
First elected to the Board on: 1 July 2011

Number of BNP Paribas shares held(1): 1,937(2)
Office address: 32, rue de Clignancourt
75018 PARIS
FRANCE

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Participation(1) in Special Committees of French or foreign companies
BNP Paribas, member of the Internal Control, Risk Management and Compliance Committee and the Compensation Committee

Other(1)
Judge at the Paris Employment Tribunal, Management Section
Member of the Commission Paritaire de la Banque (Association Française des Banques – Recourse Commission)

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:	2012:	2011:
Judge at the Paris Employment Tribunal, Management Section **Director of:** BNP Paribas **Member of:** Commission Paritaire de la Banque (Association Française des Banques – Recourse Commission)	Judge at the Paris Employment Tribunal, Management Section **Director of:** BNP Paribas **Member of:** Commission Paritaire de la Banque (Association Française des Banques – Recourse Commission)	Judge at the Paris Employment Tribunal, Management Section **Director of:** BNP Paribas **Member of:** Commission Paritaire de la Banque (Association Française des Banques – Recourse Commission)

(1) Year ended 31 December 2014.
(2) Includes 1,763 BNP Paribas shares held under the Company Savings Plan.
(*) Listed company.

Thierry MOUCHARD
Principal function: ***Administrative Assistant, Customer Transactions Department***

Born 4 July 1960
Term start and end dates: 16 February 2012 (on which date Thierry MOUCHARD was elected by employees) – 15 February 2015
First elected to the Board on: 16 February 2012

Number of BNP Paribas shares held(1): 10
Office address: 41, boulevard du Maréchal-Foch
49000 ANGERS
FRANCE

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Participation(1) in Special Committees of French or foreign companies
BNP Paribas, member of the Financial Statements Committee

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:	2012:
Director of: BNP Paribas	**Director of:** BNP Paribas

(1) Year ended 31 December 2014.
(*) Listed company.

Laurence PARISOT
Principal function: ***Vice-Chairman of the Management Board of*** **Ifop SA**

Born 31 August 1959
Term start and end dates: 23 May 2012 – 2015 AGM
First elected to the Board on: 23 May 2006

Number of BNP Paribas shares held(1): 755
Office address: Immeuble Millénaire 2
35, rue de la Gare
75019 PARIS
FRANCE

Education
Graduate of the Institut d'Études Politiques de Paris
Master's in Public Law, Université de Nancy II
Master of Advanced Studies, Institut d'Etudes Politiques de Paris

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Offices held(1) outside BNP Paribas Group in listed or unlisted companies, in France or abroad
EDF(*), Director
Ifop SA, Vice Chairwoman of the Management Board

Offices resigned subsequent to 31 December 2014(**)
Member of the Supervisory Board of Compagnie Générale des Établissements Michelin (SCA)(*)
Fives, Director

Participation(1) in Special Committees of French or foreign companies
BNP Paribas, member of the Corporate Governance and Nominations Committee
Member of the Compensation Committee of Compagnie Générale des Établissements Michelin (SCA)(**)
EDF, member of the Audit Committee and the Strategy Committee

Other(1)
Scientific and Assessment Board of Fondapol, Chairman
Conseil économique, social et environnemental, member
European Council for Foreign Relations, member
Mouvement des Entreprises de France (Medef), Honorary Chairman

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:	2012:	2011:	2010:
Vice-Chairman of the Management Board of: Ifop SA **Honorary Chairman of** Mouvement des Entreprises de France (Medef) **Director of:** BNP Paribas, Coface SA, Fives **Member of the Supervisory Board of:** Compagnie Générale des Établissements Michelin (SCA)	**Vice-Chairman of the Management Board of:** Ifop SA **Chairman of:** Mouvement des Entreprises de France (Medef) **Director of:** BNP Paribas, Coface SA **Member of the Supervisory Board of:** Compagnie Générale des Établissements Michelin (SCA)	**Vice-Chairman of the Management Board of:** Ifop SA **Chairman of:** Mouvement des Entreprises de France (Medef) **Director of:** BNP Paribas, Coface SA **Member of the Supervisory Board of:** Compagnie Générale des Établissements Michelin (SCA)	**Vice-Chairman of the Management Board of:** Ifop SA **Chairman of:** Mouvement des Entreprises de France (Medef) **Director of:** BNP Paribas, Coface SA **Member of the Supervisory Board of:** Michelin

(1) Year ended 31 December 2014.
(*) Listed company.
(**) On 18 February 2015, the Supervisory Board of Compagnie Générale des Établissements Michelin (SCA) accepted the resignation of Laurence Parisot as member, effective 24 July 2015.
The Supervisory Board of Fives accepted the resignation of Laurence Parisot as member, effective 6 February 2015.

Hélène PLOIX
Principal function: *Chairman of:* Pechel Industries (SAS) and Pechel Industries Partenaires (SAS) and FSH (SAS)

Born 25 September 1944
Term start and end dates: 11 May 2011 – 2014 AGM
First elected to the Board on: 21 March 2003

Number of BNP Paribas shares held[(1)]: 1,609
Office address: 162, rue du Faubourg Saint-Honoré
75008 PARIS
FRANCE

Education
Graduate of the Institut d'Études Politiques de Paris
Graduate of the Institut Européen d'Administration des Affaires (Insead)
Degree in Law and degree in English
Master of Arts in Public Administration

Offices held[(1)] in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas[(*)], Director

Offices held[(1)] outside BNP Paribas Group in listed or unlisted companies, in France or abroad
Ferring SA (Switzerland), Director
Genesis Emerging Markets Fund Limited (Guernsey), Director
Hélène PLOIX SARL, manager
Hélène Marie Joseph SARL, manager
Lafarge,[(*)] Director
Permanent representative of Pechel Industries Partenaires (SAS) in Store Electronic Systems
Member of the Supervisory Board of Publicis Groupe[(*)]
Sofina[(*)] (Belgium), Director
Sogama Crédit Associatif, Chairman
Sorepe Société Civile, manager

Participation[(1)] in Special Committees of French or foreign companies
BNP Paribas, member of the Internal Control, Risk Management and Compliance Committee and the Compensation Committee
Publicis Groupe member of the Strategic and Risk Committee and the Audit Committee
Sofina, Chairman of the Audit Committee

Other[(1)]
Member of Institut Français des Administrateurs (IFA)

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:
Chairman of: Pechel Industries (SAS), Pechel Industries Partenaires (SAS) and FSH (SAS)
Director of: BNP Paribas, Lafarge, Ferring SA (Switzerland), Sofina (Belgium), Genesis Emerging Markets Fund Limited (Guernsey)
Permanent representative of: Pechel Industries Partenaires (SAS) in Goëmar Holding (Luxembourg), Store Electronic Systems
Member of the Supervisory Board of: Publicis Groupe,
Manager of: Hélène Ploix SARL, Hélène Marie Joseph SARL, Sorepe Société Civile
Member of: Institut Français des Administrateurs (IFA)

2012:
Chairman of: Pechel Industries (SAS), Pechel Industries Partenaires (SAS) and FSH (SAS)
Director of: BNP Paribas, Lafarge, Ferring SA (Switzerland), Sofina (Belgium), Genesis Emerging Markets Fund Limited (Guernsey)
Permanent representative of: Pechel Industries Partenaires (SAS): Ypso Holding (Luxembourg), Goëmar Holding (Luxembourg), Store Electronic Systems (France)
Member of the Supervisory Board of: Publicis Groupe, Goëmar Développement, Laboratoires Goëmar
Manager of: Hélène Ploix SARL, Hélène Marie Joseph SARL, Sorepe Société Civile
Member of: Institut Français des Administrateurs (IFA), Organisation Métrologique Mondiale (OMM)

2011:
Chairman of: Pechel Industries (SAS), Pechel Industries Partenaires (SAS) and FSH (SAS)
Director of: BNP Paribas, Lafarge, Ferring SA (Switzerland), Sofina (Belgium)
Permanent representative of: Pechel Industries Partenaires (SAS) in Ypso Holding (Luxembourg), Goëmar Développement (France), Laboratoires Goëmar (France), Goëmar Holding (Luxembourg), Store Electronic Systems (France)
Member of the Supervisory Board of: Publicis Groupe
Manager of: Hélène Ploix SARL, Hélène Marie Joseph SARL, Sorepe Société Civile, Goëmar Holding (Luxembourg)
Member of: United Nations Joint Staff Pension Fund Investment Committee (until end of 2011), Independent Expert Oversight Advisory Committee (IEOAC) of the World Health Organization (WHO), Institut Français des Administrateurs

2010:
Chairman of: Pechel Industries (SAS), Pechel Industries Partenaires (SAS) and FSH (SAS)
Director of: BNP Paribas, Lafarge, Ferring SA (Switzerland), Completel NV (Netherlands), Institut Français des Administrateurs
Permanent representative of: Pechel Industries Partenaires (SAS) to Ypso Holding (Luxembourg)
Member of the Supervisory Board of: Publicis Groupe
Manager of: Hélène Ploix SARL, Hélène Marie Joseph SARL, Sorepe Société Civile
Member of: United Nations Joint Staff Pension Fund Investment Committee, Independent Expert Oversight Advisory Committee (IEOAC) of the World Health Organization (WHO)

(1) Year ended 14 May 2014.
(*) Listed company.

Daniela SCHWARZER
Principal function: *Research Professor* at the Institute for European and Eurasian Studies at the Johns Hopkins University (Bologna and Washington); *Director of* the European programmes of the German Marshall Fund, a transatlantic think tank (Berlin)

Born 19 July 1973
Term start and end dates: 14 May 2014 – 2017 AGM
First elected to the Board on: 14 May 2014

Number of BNP Paribas shares held(1): 200
Office address: Neue Strasse 5
14163 BERLIN
GERMANY

Education
Doctorate in Economics from the Free University of Berlin
Master's degree in Political Science
Master's degree in Linguistics from the University of Tübingen

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Other
Association Notre Europe – Jacques Delors Institute, member of the Board of Directors, United Europe Foundation (Hamburg), member of the Board of Directors

(1) Year ended 31 December 2014.
(*) Listed company.

Michel TILMANT
Principal function: ***Manager of*** **Strafin sprl (Belgium)**

Born 21 July 1952
Term start and end dates: 15 May 2013 – 2016 AGM
First elected to the Board on: 12 May 2010
(Michel Tilmant served as non-voting Director
of BNP Paribas from 4 November 2009 to 11 May 2010)

Number of BNP Paribas shares held(1): 500
Office address: Rue du Moulin 10
B – 1310 LA HULPE
BELGIUM

Education
Graduate of the University of Louvain

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Offices held(1) outside BNP Paribas Group in listed or unlisted companies, in France or abroad

Groupe Foyer:
CapitalatWork Foyer Group S.A. (Luxembourg), deputy director
Foyer S.A. (Luxembourg), Director

Groupe Lhoist S.A. (Belgium), Director

Guardian Group:
Ark Life Ltd (Ireland), Director
Guardian Acquisitions Limited (UK), Director
Guardian Assurance Limited (UK), Director
Guardian Financial Services Holdings Limited (United Kingdom), Director
Guardian Holdings Limited (Jersey), Director
NBGB S.A.(**) (Belgium), Director
Sofina S.A.(*) (Belgium), Director
Strafin sprl (Belgium), manager

Participation(1) in Special Committees of French or foreign companies
BNP Paribas, member of the Internal Control, Risk Management and Compliance Committee
Guardian, Chairman of the Audit Committee and the Compensation Committee
Groupe Lhoist SA, member of the Audit Committee
Sofina, member of the Appointments and Compensation Committee

Other(1)
Senior advisor of: Cinven Ltd (United Kingdom)
Royal Automobile Club of Belgium (Belgium), Director
Université Catholique de Louvain (Belgium), Director

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:
Director of: BNP Paribas, CapitalatWork Foyer Group SA (Luxembourg), Foyer Assurances SA (Luxembourg), Groupe Lhoist SA (Belgium), Guardian Financial Services Holdings Limited (United Kingdom), Guardian Assurance Limited (United Kingdom), Guardian Holdings Limited (Jersey), Guardian Acquisitions Limited (United Kingdom), NBGB SA (Belgium), Royal Automobile Club of Belgium (Belgium), Sofina SA(*) (Belgium), Université Catholique de Louvain (Belgium).
Senior advisor: Cinven Ltd (United Kingdom)

2012:
Chairman of: Guardian Holdings Limited (Jersey), Guardian Acquisitions Limited (United Kingdom)
Director of: BNP Paribas, Sofina SA (Belgium), Groupe Lhoist SA (Belgium), Foyer Assurances SA (Luxembourg), CapitalatWork Foyer Group SA (Luxembourg), Université Catholique de Louvain (Belgium), Royal Automobile Club of Belgium (Belgium).
Senior advisor: Cinven Ltd (United Kingdom)

2011:
Chairman of: Green Day Holdings Limited (Jersey), Green Day Acquisitions Limited (UK)
Director of: BNP Paribas, Sofina SA (Belgium), Groupe Lhoist SA (Belgium), Foyer Assurances SA (Luxembourg), CapitalatWork Foyer Group SA (Luxembourg), Université Catholique de Louvain (Belgium), Royal Automobile Club of Belgium (Belgium).
Senior advisor: Cinven Ltd (United Kingdom)

2010:
Director of: BNP Paribas, Sofina SA (Belgium), Groupe Lhoist SA (Belgium), Foyer Assurances SA (Luxembourg), CapitalatWork Foyer Group SA (Luxembourg), Université Catholique de Louvain (Belgium), Royal Automobile Club of Belgium (Belgium).
Senior advisor: Cinven Ltd (United Kingdom)

(1) Year ended 31 December 2014.
(*) Listed company.
(**) NBGB SA received Michel Tilmant's letter of resignation from his term of office as director on 2 March 2015.

Emiel VAN BROEKHOVEN
Principal function: ***Economist, Honorary Professor*** **at the University of Antwerp (Belgium)**

Born 30 April 1941
Term start and end dates: 15 May 2013 – 2016 AGM
First elected to the Board on: 12 May 2010
(Mr Emiel Van Broekhoven held the position of non-voting Director of BNP Paribas from 4 November 2009 to 11 May 2010)

Number of BNP Paribas shares held(1): 550
Office address: Zand 7 – 9
B-2000 ANTWERP
BELGIUM

Education
Graduate of Saint Ignatius Business College (Belgium)
Doctor of Economic Sciences, Oxford University (United Kingdom)

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Participation(1) in Special Committees of French or foreign companies
BNP Paribas, member of the Financial Statements Committee

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:	2012:	2011:	2010:
Director of: BNP Paribas	**Director of:** BNP Paribas	**Director of:** BNP Paribas	**Director of:** BNP Paribas

(1) Year ended 31 December 2014.
(*) Listed company.

Fields WICKER-MIURIN
Principal function: ***Co-founder and Partner*** **at Leaders' Quest (United Kingdom)**

Born 30 July 1958
Term start and end dates: 14 May 2014 – 2017 AGM
First elected tothe Board on: 11 May 2011

Number of BNP Paribas shares held(1): 139
Office address: 11-13 Worple Way
RICHMOND-UPON-THAMES
SURREY TW10 6DG
UNITED KINGDOM

Education
Graduate of the Institut d'Études Politiques de Paris
Graduate of the University of Virginia and Johns Hopkins University (USA)

Offices held(1) in BNP Paribas Group listed or unlisted companies, in France or abroad
BNP Paribas(*), Director

Offices held(1) outside BNP Paribas Group in listed or unlisted companies, in France or abroad
Bilt Paper B.V. (Netherlands), Director
SCOR SE(*), Director

Participation(1) in Special Committees of French or foreign companies
BNP Paribas, member of the Financial Statements Committee
SCOR SE, member of the Strategic Committee, Risk Committee and Appointments and Compensation Committee
Bilt Paper BV, Senior Independent Director, Chairman of the Compensation and Appointments Committee and Chairman of the Corporate Social Responsibility Committee

Other(1)
Administrator of the Ministry of Justice of Her Majesty's Government (UK)
Member of the Board of the Batten School of Leadership – University of Virginia (United States)

Functions at previous year-ends
(the companies listed are the parent companies of the groups in which the functions were carried out)

2013:	2012:	2011:
Director of: BNP Paribas, CDC Group plc, Ballarpur Industries Ltd (BILT), SCOR SE, Ministry of Justice of Her Majesty's Government (United Kingdom) **Member of:** the Board of the Batten School of Leadership – University of Virginia (United States)	**Director of:** BNP Paribas, CDC Group Plc, Ballarpur International Graphic Paper Holdings. **Member of:** the Board of the Batten School of Leadership – University of Virginia (United States)	**Director of:** BNP Paribas, CDC Group Plc, Ballarpur International Graphic Paper Holdings. **Member of:** the Board of the Batten School of Leadership – University of Virginia (United States)

(1) Year ended 31 December 2014.
(*) Listed company.

COSTS RELATED TO THE COMPREHENSIVE SETTLEMENT WITH US AUTHORITIES

On 30 June 2014, the Group has come to a comprehensive settlement of the pending investigation relating to US dollar transactions involving parties subject to US sanctions, including agreements with the U.S. Department of Justice, the U.S. Attorney's Office for the Southern District of New York, the New York County District Attorney's Office, the Board of Governors of the U.S. Federal Reserve System (FED), the New York State Department of Financial Services (DFS), and the US Department of the Treasury's Office of Foreign Assets Control (OFAC).

The settlement includes guilty pleas entered into by BNP Paribas SA in relation to violations of certain US laws and regulations regarding economic sanctions against certain countries and related recordkeeping. BNP Paribas also agrees to pay a total of USD 8.97 billion (EUR 6.55 billion). Beyond what has already been provisioned as at 31 December 2013 (EUR 0.8 billion), this resulted in an exceptional charge of EUR 5.75 billion recorded in the second quarter of 2014. An uncertainty remains regarding the fiscal rule that will apply eventually to the different Group entities involved in the settlement. BNP Paribas also accepts a temporary suspension of one year, starting 1 January 2015, of the USD direct clearing focused mainly on the Oil & Gas Energy & Commodity Finance business line in certain locations.

BNP Paribas has worked with the US authorities to resolve these issues and the resolution of these matters was coordinated by its home regulator (Autorité de Contrôle Prudentiel et de Résolution – ACPR) with its lead regulators. BNP Paribas maintains its licenses as part of the settlements.

In advance of the settlement, the bank designed new robust compliance and control procedures. They involve important changes to the Group's procedures. Specifically:

– a new department called Group Financial Security US, part of the Group Compliance function, is headquartered in New York and ensures that BNP Paribas complies globally with US regulation related to international sanctions and embargoes.

– all USD flows for the entire BNP Paribas Group will be ultimately processed and controlled via the branch in New York.

The Group recorded a EUR 250 million provision for additional implementation costs related to the remediation plan agreed upon with US authorities. Including these, total costs related to the comprehensive settlement amount to EUR 6 billion for the year ended 31 December 2014.

LEGAL PROCEEDINGS AND ARBITRATION

Legal action has been taken against several Algerian and international banks, including BNP Paribas El Djazair, a BNP Paribas SA subsidiary, for administrative errors in processing international trade financing applications. BNP Paribas El Djazair has been accused of non-compliance with foreign exchange regulations in seven cases before Algerian courts. BNP Paribas El Djazair was ordered by a lower court to pay fines of approximately EUR 200 million. Three of these cases were subsequently overturned on appeal, including the case involving the most significant amount (EUR 150 million). Two other appeals rulings have upheld fines totalling EUR 52 million. All of these rulings have been appealed before the Cassation Court, and execution has been suspended pending the outcome of these appeals pursuant to Algerian law. BNP Paribas El Djazair will continue to vigorously defend itself before the Algerian courts with a view to obtaining recognition of its good faith towards the authorities, which suffered no actual damage.

On 27 June 2008, the Republic of Iraq filed a lawsuit in New York against approximately 90 international companies that participated in the oil-for-food ("OFF") programme and against BNP Paribas as holder of the OFF account on behalf of the United Nations. The complaint alleged, notably, that the defendants conspired to defraud the OFF programme, thereby depriving the Iraqi people of more than USD 10 billion in food, medicine and other humanitarian goods. The complaint also contended that BNP Paribas breached purported fiduciary duties and contractual obligations created by the banking services agreement binding BNP Paribas and the United Nations. The complaint was pleaded under the US Racketeer Influenced and Corrupt Organisations Act ("RICO") which allows treble damages if damages are awarded. The defendants, including BNP Paribas, moved to dismiss the action in its entirety on a number of different legal grounds. On 6 February 2013, the complaint was dismissed by the United States District Court Southern District of New York (which means that the plaintiff does not have the opportunity to re-file an amended complaint). On 15

February 2013, the Republic of Iraq filed a notice of appeal before the United States Court of Appeals for the Second Circuit. In two decisions dated 19 September 2014, and 9 December 2014, respectively, the Court of Appeals affirmed the dismissal of the complaint filed by the Republic of Iraq.

The Bank and certain of its subsidiaries are defendants in several actions pending before the United States Bankruptcy Court Southern District of New York brought by the Trustee appointed for the liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS"). These actions, known generally as "clawback claims", are similar to those brought by the BLMIS Trustee against numerous institutions, and seek recovery of amounts allegedly received by the BNP Paribas entities from BLMIS or indirectly through BLMIS-related "feeder funds" in which BNP Paribas entities held interests. The BLMIS Trustee claims in these actions that the amounts which BNP Paribas entities received are avoidable and recoverable under the U.S. Bankruptcy Code and New York state law. In the aggregate, the amounts sought to be recovered in these actions approximates USD 1.3 billion. BNP Paribas has substantial and credible defenses to these actions and is defending against them vigorously.

Various litigations and investigations are ongoing relating to the restructuring of the Fortis Group, now Ageas, of which BNP Paribas Fortis is no longer part, and to events having occurred before BNP Paribas Fortis became part of the BNP Paribas Group. Among these are litigations brought by shareholder groups in The Netherlands and Belgium against Ageas and, among others, against BNP Paribas Fortis, in relation to its role as global coordinator of Fortis (now Ageas)'s capital increase in October 2007 to partly finance its acquisition of ABN Amro Bank N.V. Those groups of shareholders mainly allege that there has been a breach in the financial communication, as, inter alia, the disclosure regarding the exposure to subprime mortgages.

The Bank is vigorously defending itself in these proceedings. The Court of Appeal of Amsterdam upheld on 29 July 2014 the ruling of the Dutch Court of first instance that Ageas was liable for mismanagement in relation to its financial communication during the period in question. BNP Paribas Fortis is not a party to this case.

If these litigations and investigations were to be successful, they could eventually result in monetary consequences for BNP Paribas Fortis. Such impact is unquantifiable at this stage.

Regulatory and law enforcement authorities in multiple jurisdictions are conducting investigations or making inquiries of a number of financial institutions regarding trading on the foreign exchange markets, including, among other things, possible collusion among financial institutions to manipulate certain benchmark currency exchange rates. The Bank has to date received requests for information in this respect from regulatory and law enforcement authorities in the United Kingdom, the United States and several countries in the Asia-Pacific region as well as from the European Competition Commission. The Bank is cooperating with the investigations and inquiries and responding to the information requests. In November 2014 the Financial Conduct Authority in the United Kingdom and in December 2014 the Hong Kong Monetary Authority informed the Bank that they had discontinued their investigation as to BNP Paribas. Moreover the Bank is conducting its own internal review of foreign exchange trading. While this review is ongoing, the Bank is not in a position to foresee the outcome of these investigations and proceedings nor their potential impact.

The Bank, along with eleven other financial institutions, was named as a defendant in a consolidated civil action filed in March 2014 in the U.S. District Court for the Southern District of New York on behalf of a purported class of plaintiffs alleging manipulation of foreign exchange markets. The plaintiffs allege in particular that the defendants colluded to manipulate the WM/Reuters rate (WMR), thereby causing the putative classes to suffer losses in connection with WMR-based financial instruments. The plaintiffs assert U.S. federal and state antitrust claims and claims for unjust enrichment, and seek compensatory damages, treble damages where authorized by statute, restitution, and declaratory and injunctive relief. The Bank and its co-defendants have filed a motion to dismiss the consolidated complaint, which was denied on 28 January 2015 in respect of the class of U.S. plaintiffs but was granted in respect of the class of non-U.S. plaintiffs. The Bank is vigorously contesting the allegations in the lawsuit.

RISK FACTORS

Not all of the risk factors described below will be applicable to a particular series of the Structured Products. Please consider all risks carefully prior to investing in any Structured Products and consult your professional independent financial adviser and legal, accounting, tax and other advisers with respect to any investment in the Structured Products. Please read the following section together with the risk factors set out in the relevant supplemental listing document.

General risks in relation to us and the Guarantor

Structured Products are unsecured obligations

The Structured Products are not secured on any of our or the Guarantor's assets or any collateral. Each series of Structured Products will constitute our general unsecured contractual obligations and the general unsecured contractual obligations of the Guarantor and of no other person and will rank pari passu with our other unsecured contractual obligations and the unsecured and unsubordinated debt of the Guarantor. At any given time, the number of Structured Products outstanding may be substantial.

Creditworthiness

If you purchase our Structured Products, you are relying upon our creditworthiness and the creditworthiness of the Guarantor and have no rights under the Structured Products against:

(a) any company which issues the underlying shares;

(b) the trustee or the manager of the underlying trust; or

(c) any index compiler of the underlying index

As our obligations under the Structured Products are unsecured, we do not guarantee the repayment of capital invested in any Structured Product.

If we become insolvent or default on our obligations under the Structured Products or the Guarantor becomes insolvent or defaults on its obligations under the Guarantee, you can only claim as our or the Guarantor's unsecured creditor regardless of the performance of the underlying asset and you may not be able to recover all or even part of the amount due under the Structured Products (if any).

Any downgrading of the Guarantor's rating by rating agencies such as Moody's, S&P or Fitch could result in a reduction in the trading value of the Structured Products.

No deposit liability or debt obligation

In respect of cash settled Structured Products, we have the obligation to deliver to you the Cash Settlement Amount (net of any Exercise Expenses) in accordance with the Conditions of each series of Structured Products upon expiry.

It is not our intention by the issue of any Structured Product (expressed, implicit or otherwise) to create a deposit liability of us or the Guarantor or a debt obligation of any kind.

Conflicts of interest

The BNP Group engages in commercial, banking and other activities for our own account or the account of others and, in connection with our other business activities, may possess or acquire material information about the Underlying Assets to which the relevant Structured Product is linked. Such activities may involve or otherwise affect the Underlying Assets in a manner that may cause consequences adverse to you or otherwise create conflicts of interests in connection with the issue of Structured Products by us. Such actions and conflicts may include, without limitation, the purchase and sale of securities and/or exercise of creditor rights. The BNP Group:

(a) has no obligation to disclose such information about the Underlying Assets or such activities. The BNP Group and our respective officers and directors may engage in any such activities without regard to the issue of Structured Products by us or the effect that such activities may directly or indirectly have on any Structured Product;

(b) may from time to time engage in transactions involving the Underlying Assets for its accounts and/or for accounts under its management and/or to hedge against the market risk associated with issuing the Structured Products. Such transactions may have a positive or negative effect on the price/level of the Underlying Assets and consequently upon the value of the relevant series of Structured Products;

(c) may from time to time act in other capacities with regard to the Structured Products, such as in an agency capacity and/or as the liquidity provider; and/or

(d) may issue other derivative instruments in respect of the Underlying Assets and the introduction of such competing products into the market place may affect the value of the relevant series of Structured Products.

General risks in relation to Structured Products

You may lose all your investment in the Structured Products

Structured Products involve a high degree of risk, and are subject to a number of risks which may include interest rate, foreign exchange, time value, market and/or political risks. Structured Products may expire worthless.

Generally speaking, options, warrants and equity linked instruments are priced primarily on the basis of the price/level/exchange rate of the Underlying Asset, the volatility of the Underlying Asset's price/level/exchange rate and the time remaining to expiry of the Structured Product.

The price of Structured Products generally may fall in value as rapidly as they may rise and you should be prepared to sustain a significant or total loss of the purchase price of the Structured Products. Assuming all other factors are held constant, the more the underlying share price, unit price, index level or exchange rate of a Structured Product moves in a direction against you, the greater the risk that you will lose all or a significant part of your investment.

The risk of losing all or any part of the purchase price of a Structured Product means that, in order to recover and realise a return on your investment, you must generally anticipate correctly the direction, timing and magnitude of any change in the price/level/exchange rate of the Underlying Asset as may be specified in the relevant supplemental listing document.

Changes in the price/level/exchange rate of an Underlying Asset can be unpredictable, sudden and large and such changes may result in the price/level/exchange rate of the Underlying Asset moving in a direction which will negatively impact upon the return on your investment. You therefore risk losing your entire investment if the price/level/exchange rate of the relevant Underlying Asset does not move in your anticipated direction.

The value of the Structured Products may be disproportionate with or opposite to movement in the price/level/exchange rate of the Underlying Assets

An investment in Structured Products is not the same as owning the Underlying Assets or having a direct investment in the Underlying Assets. The market values of Structured Products are linked to the relevant Underlying Assets and will be influenced (positively or negatively) by it or them but any change may not be comparable and may be disproportionate. It is possible that while the price/level/exchange rate of the Underlying Assets is moving up, the value of the Structured Product is falling.

If you intend to purchase any series of Structured Products to hedge against the market risk associated with investing in an Underlying Asset specified in the relevant supplemental listing document, you should recognise the complexities of utilising Structured Products in this manner. For example, the value of the Structured Products may not exactly correlate with the price/level/exchange rate of the Underlying Asset. Due to fluctuations in supply and demand for Structured Products, there is no assurance that their value will correlate with movements of the Underlying Asset. The Structured Products may not be a perfect hedge to the Underlying Asset or portfolio of which the Underlying Asset forms a part.

It may not be possible to liquidate the Structured Products at a level which directly reflects the price/level/exchange rate of the Underlying Asset or portfolio of which the Underlying Asset forms a part. Therefore, it is possible that you could suffer substantial losses in the Structured Products in addition to any losses suffered with respect to investments in or exposures to the Underlying Asset.

Possible illiquidity of secondary market

It is not possible to predict if and to what extent a secondary market may develop in any series of Structured Products and at what price such series of Structured Products will trade in the secondary market and whether such market will be liquid or illiquid. The fact that the Structured Products are listed does not necessarily lead to greater liquidity than if they were not listed.

If any series of Structured Products are not listed or traded on any exchange, pricing information for such series of Structured Products may be difficult to obtain and the liquidity of that series of Structured Products may be adversely affected.

The liquidity of any series of Structured Products may also be affected by restrictions on offers and sales of the Structured Products in some jurisdictions.

Transactions in off-exchange Structured Products may be subject to greater risks than dealing in exchange-traded Structured Products. To the extent that any Structured Products of a series is closed out, the number of Structured Products outstanding in that series will decrease, which may result in a lessening of the liquidity of Structured Products. A lessening of the liquidity of the affected series of Structured Products may cause, in turn, an increase in the volatility associated with the price of such Structured Products.

While we have appointed, or will appoint, a liquidity provider for the purposes of making a market for each series of Structured Products, there may be circumstances outside our control or the appointed liquidity provider's control where the appointed liquidity provider's ability to make a market in some or all series of Structured Products is limited, restricted and/or, without limitation, frustrated. The more limited the secondary market, the more difficult it may be for you to realise the value of the Structured Products prior to expiry.

Interest rates

Investments in the Structured Products may involve interest rate risk with respect to the currency of denomination of the Underlying Assets and/or the Structured Products. A variety of factors influence interest rates such as macro economic, governmental, speculative and market sentiment factors. Such fluctuations may have an impact on the value of the Structured Products at any time prior to valuation of the Underlying Assets relating to the Structured Products.

Time decay

The settlement amount of certain series of Structured Products at any time prior to expiration may be less than the trading price of such Structured Products at that time. The difference between the trading price and the settlement amount will reflect, among other things, a "time value" of the Structured Products. The "time value" of the Structured Products will depend partly upon the length of the period remaining to expiration and expectations concerning the price/level/exchange rate of the Underlying Assets. The value of a Structured Product will decrease over time. Therefore, the Structured Products should not be viewed as products for long term investments.

Exchange rate risk

There may be an exchange rate risk in the case of cash settled Structured Products where the Cash Settlement Amount will be converted from a foreign currency into the Settlement Currency. Exchange rates between currencies are determined by forces of supply and demand in the foreign exchange markets. These forces are, in turn, affected by factors such as international balances of payments and other economic and financial conditions, government intervention in currency markets and currency trading speculation. Fluctuations in foreign exchange rates, foreign political and economic developments and the imposition of exchange controls or other foreign governmental laws or restrictions applicable to such investments may affect the foreign currency market price and the exchange rate-adjusted equivalent price of the Structured Products. Fluctuations in the exchange rate of any one currency may be offset by fluctuations in the exchange rate of other relevant currencies.

Possible early termination for illegality or impracticability

If the Conditions provide for termination due to illegality and we determine in good faith and in a commercially reasonable manner that, for reasons beyond our control, the performance of (i) our obligations under the relevant Structured Products or (ii) our Guarantor's obligations under the Guarantee has become illegal or impracticable, we may terminate early the relevant Structured Products. If we terminate early the relevant Structured Products, we will, if and to the extent permitted by applicable law, pay an amount determined by us in good faith and in a commercially reasonable manner to be the fair market value of the relevant Structured Products notwithstanding the illegality or impracticability less our cost of unwinding the underlying hedging arrangements. Such amount may be substantially less than your initial investment and may be zero.

Foreign Account Tax Compliance withholding may affect payments on the Structured Products

Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986 ("**FATCA**") impose a new reporting regime and, potentially, a 30% withholding tax with respect to (i) certain payments from sources within the United States, (ii) "foreign passthru payments" made to certain non-U.S. financial institutions that do not comply with this new reporting regime, and (iii) payments to certain investors that do not provide identification information with respect to interests issued by a participating non-U.S. financial institution.

While the Structured Products are in dematerialised form and held within the clearing systems, in all but the most remote circumstances, it is not expected that FATCA will affect the amount of any payment received by the clearing systems. However, FATCA may affect payments made to custodians or intermediaries in the subsequent payment chain leading to the ultimate investor if any such custodian or intermediary generally is unable to receive payments free of FATCA withholding. It also may affect payment to any ultimate investor that is a financial institution that is not entitled to receive payments free of withholding under FATCA, or an ultimate investor that fails to provide its broker (or other custodian or intermediary from which it receives payment) with any information, forms, other documentation or consents that may be necessary for the payments to be made free of FATCA withholding. Investors should choose the custodians or intermediaries with care (to ensure each is compliant with FATCA or other laws or agreements related to FATCA) and provide each custodian or intermediary with any information, forms, other documentation or consents that may be necessary for such custodian or intermediary to make a payment free of FATCA withholding. An Issuer's obligations under the Structured Products are discharged once it has paid the clearing systems and an Issuer has therefore no responsibility for any amount thereafter transmitted through the clearing systems and custodians or intermediaries. Prospective investors should refer to the section "*Taxation – Taxation in the United States of America – Foreign Account Tax Compliance Act*."

Modification to the Conditions

Under the Conditions, we may, without your consent, effect any modification of the terms and conditions applicable to the Structured Products which, in our opinion, is:

(a) not materially prejudicial to the interest of the holders of the Structured Products generally (without considering the circumstances of any individual Holder or the tax or other consequences of such modification in any particular jurisdiction);

(b) of a formal, minor or technical nature;

(c) to correct a manifest error; or

(d) necessary in order to comply with mandatory provisions of the laws or regulations of Hong Kong.

Risks in relation to the Underlying Asset

You have no right to the Underlying Asset

Unless specifically indicated in the Conditions, you will not be entitled to:

(a) voting rights or rights to receive dividends or other distributions or any other rights that a holder of the underlying shares or units in the underlying trust would normally be entitled to; or

(b) voting rights or rights to receive dividends or other distributions or any other rights with respect to any company constituting any underlying index.

Valuation risk

An investment in Structured Products may involve valuation risks in relation to the Underlying Asset to which the particular series of Structured Products relate. The price/level/exchange rate of the Underlying Asset may vary over time and may increase or decrease by reference to a variety of factors which may include corporate actions, macro economic factors, market trends, speculation and/or (where the Underlying Asset is an index) changes in the formula for or the method of calculating the index.

Where the Structured Products are linked to certain Underlying Asset in a developing financial market, you should note a developing financial market differs from most developed markets in various aspects, including the growth rate, government involvement and control, level of development and foreign exchange control. Any rapid or significant changes in the economic, political or social condition and the government policies of the developing financial market may result in large fluctuations in the value or level of the Underlying Asset. Such fluctuations may affect the market value of the Structured Products and hence your investment return.

Where the Structured Products are linked to a currency pair as the Underlying Asset, you should note that the foreign exchange market can be very volatile and unpredictable. Exchange rate of the currencies may fluctuate as a result of market, economic and/or political conditions in the principal financial centres of the countries of the currencies and also in other countries. For example, it can be affected by change of governments' monetary or foreign exchange policies, rates of inflation, interest rate levels and the extent of governmental surpluses or deficits in the relevant countries. Such fluctuations may affect the market value of the Structured Products and hence your investment return.

You must be experienced in dealing in these types of Structured Products and must understand the risks associated with dealing in such products. You should reach an investment decision only after careful consideration, with your advisers, of the suitability of any Structured Product in light of your particular financial circumstances, the information regarding the relevant Structured Product and the particular Underlying Asset to which the value of the relevant Structured Product relates.

Adjustment related risk

Certain events relating to the Underlying Asset require or, as the case may be, permit us to make certain adjustments or amendments to the Conditions. You have limited anti-dilution protection under the Conditions. We may, in our sole discretion:

(a) in respect of Structured Products relating to single equities or unit trust, adjust, among other things, the Entitlement, the Exercise Price/ Strike Price and the Call Price (if applicable) upon exercise or any other terms (including without limitation the closing price of the Underlying Asset) of any series of Structured Products for events such as rights issue, bonus issue, subdivision, consolidation, restructuring event or certain cash distribution;

(b) in respect of Structured Products relating to an index, determine the Closing Level;

(c) in respect of Structured Products relating to a commodity or commodity futures, adjust, among other things, the Closing Price and if applicable, the Price Source and/or the Exchange Rate; or

(d) in respect of Structured Products relating to a currency pair, adjust, among other things, the Spot Rate and the Settlement Exchange Rate (if applicable).

However, we are not obliged to make an adjustment for every event that may affect an Underlying Asset, in which case the market price of the Structured Products and the return upon the expiry of the Structured Products may be affected.

In the case of Structured Products which relate to an index, the level of the index may be published by the index compiler at a time when one or more components comprising the index are not trading. If this occurs on the Valuation Date which does not constitute a Market Disruption Event under the Conditions, then the Closing Level of the index is calculated by reference to the remaining components in the index. In addition, certain events relating to the index (including a material change in the formula or the method of calculating the index or a failure to publish the index) permit us to determine the level of the index on the basis of the formula or method last in effect prior to such change in formula or method.

Suspension of trading

If an Underlying Asset is suspended from trading or dealing for whatever reason on the market on which it is listed or dealt in (including the Stock Exchange), trading in the relevant series of Structured Products may be suspended for a similar period. The value of the Structured Products will decrease over time as the length of the period remaining to expiration becomes shorter. You should note that in the case of a prolonged suspension period, the market price of the Structured Products may be subject to a significant impact of time decay of such prolonged suspension period and may fluctuate significantly upon resumption of trading after the suspension period of the Structured Products. This may adversely affect your investment in the Structured Products.

Delay in settlement

Unless otherwise specified in the relevant Conditions, in the case of any termination or expiry, as the case may be, of Structured Products, there may be a time lag between the date on which the Structured Products are terminated or expired, and the time the applicable settlement amount is paid to you. Any such delay between the time of termination or expiry and the payment of the settlement amount will be specified in the relevant Conditions.

However, such delay could be significantly longer, particularly in the case of a delay in the termination or expiry of such Structured Products arising from a determination by us that a Market Disruption Event, Settlement Disruption Event or delisting of the underlying shares or units in the underlying trust has occurred at any relevant time or that adjustments are required in accordance with the Conditions.

That applicable settlement amount may change significantly during any such period, and such movement or movements could decrease or modify the settlement amount or entitlement value (as the case may be) of the Structured Products.

You should note that in the event of there being a Settlement Disruption Event or a Market Disruption Event, payment of the Cash Settlement Amount may be delayed as more fully described in the Conditions.

Risks relating to Structured Products over trusts

In the case of Structured Products which relate to the units of a trust:

(a) the BNP Group is not able to control or predict the actions of the trustee or the manager of the relevant trust. Neither the trustee nor the manager of the relevant trust (i) is involved in the offer of any Structured Product in any way, or (ii) has any obligation to consider the interest of the holders of any Structured Product in taking any actions that might affect the value of any Structured Product; and

(b) we have no role in the relevant trust. The trustee or manager of the relevant trust is responsible for making investment and other trading decisions with respect to the management of the relevant trust consistent with its investment objectives and in compliance with the investment restrictions as set out in the constitutive documents of the relevant trust. The manner in which the relevant trust is managed and the timing of actions may have a significant impact on the performance of the relevant trust. Hence, the market price of the relevant units is also subject to these risks.

Exchange traded funds

In the case of Structured Products linked to units of an exchange traded fund ("**ETF**"), you should note that:

(a) an ETF is exposed to the economic, political, currency, legal and other risks of a specific sector or market related to the underlying asset pool or index or market that the ETF is designed to track;

(b) there may be disparity between the performance of the ETF and the performance of the underlying asset pool or index or market that the ETF is designed to track as a result of, for example, failure of the tracking strategy, currency differences, fees and expenses; and

(c) where the underlying asset pool or index or market that the ETF tracks is subject to restricted access, the efficiency in the unit creation or redemption to keep the price of the ETF in line with its net asset value may be disrupted, causing the ETF to trade at a higher premium or discount to its net asset value. Hence, the market price of the Structured Products will also be indirectly subject to these risks.

Synthetic exchange traded funds

Additionally, where the Underlying Asset comprises the units of an ETF adopting a synthetic replication investment strategy to achieve its investment objectives by investing in financial derivative instruments linked to the performance of an underlying asset pool or index that the ETF is designed to track ("**Synthetic ETF**"), you should note that:

(a) investments in financial derivative instruments will expose the Synthetic ETF to the credit, potential contagion and concentration risks of the counterparties who issued such financial derivative instruments. As such counterparties are predominantly international financial institutions, the failure of one such counterparty may have a negative effect on other counterparties of the Synthetic ETF.

Even if the Synthetic ETF has collateral to reduce the counterparty risk, there may still be a risk that the market value of the collateral has fallen substantially when the Synthetic ETF seeks to realise the collateral; and

(b) the Synthetic ETF may be exposed to higher liquidity risk if the Synthetic ETF invests in financial derivative instruments which do not have an active secondary market.

The above risks may have a significant impact on the performance of the relevant ETF or Synthetic ETF and hence the market price of Structured Products linked to such ETF or Synthetic ETF.

*RQFII A-share ETF ("**RQFII ETF**")*

An RQFII ETF is issued and traded outside Mainland China with direct investment in the Mainland China's A-share markets through the Renminbi Qualified Foreign Institutional Investor ("**RQFII**") regime. Where the Underlying Asset comprises the units of an RQFII ETF, you should note that, amongst others:

(a) the novelty and untested nature of an RQFII ETF make it riskier than traditional ETFs investing directly in more developed markets. The policy and rules for RQFII prescribed by the Mainland China government are new and subject to change, and there may be uncertainty to its implementation. The uncertainty and change of the laws and regulations in Mainland China may adversely impact on the performance of the relevant trust and the trading price of the relevant units;

(b) as disclosed in its offering documents, an RQFII ETF primarily invests in securities traded in the Mainland China's A-share markets and is subject to concentration risk. Investment in the Mainland China's A-share markets (which are inherently stock markets with restricted access) involves certain risks and special considerations as compared with investment in more developed economies or markets, such as greater political, tax, economic, foreign exchange, liquidity and regulatory risks. The operation of an RQFII ETF may also be affected by interventions by the applicable government(s) and regulators in the financial markets; and

(c) an RQFII ETF will utilise its manager's RQFII quota allocated to such fund under the RQFII regime. In the event that RQFII quota allocated to the RQFII ETF is reached and the manager is unable to acquire additional RQFII quota for the RQFII ETF, the manager may need to suspend creation of further units of the RQFII ETF, and therefore may affect liquidity in unit trading of the RQFII ETF. In such event, the trading price of a unit of the RQFII ETF is likely to be at a significant premium to its net asset value, and may be highly volatile.

The above risks may have a significant impact on the performance of the relevant units and the price of the Structured Products.

Please read the offering documents of the relevant RQFII ETF to understand its key features and risks.

RQFII ETF traded through dual counters model

Where the Underlying Asset comprises the units of an RQFII ETF which adopts the dual counters model for trading its units on the Stock Exchange in Renminbi ("**RMB**") and Hong Kong dollars ("**HKD**") separately, the novelty and relatively untested nature of the Stock Exchange's dual counters model may bring the following additional risks:

(a) the Structured Products may be linked to the HKD-traded units or the RMB-traded units. If the Underlying Asset is the HKD-traded units, movements in the trading prices of the RMB-traded units should not directly affect the price of the Structured Products. Similarly, if the Underlying Asset is the RMB-traded units, movements in the trading prices of the HKD-traded units should not directly affect the price of the Structured Products;

(b) if there is a suspension of inter-counter transfer of such units between the HKD counter and the RMB counter for any reason, such units will only be able to be traded in the relevant currency counter on the Stock Exchange, which may affect the demand and supply of such units and have an adverse effect on the price of the Structured Products; and

(c) the trading price on the Stock Exchange of the HKD-traded units and RMB-traded units may deviate significantly due to different factors, such as market liquidity, RMB conversion risk, supply and demand in each counter and the exchange rate between RMB and HKD. Changes in the trading price of the Underlying Asset in HKD or RMB (as the case may be) may adversely affect the price of the Structured Products.

*Real estate investment trust ("**REIT**")*

Where the Underlying Asset comprises the units of a REIT, you should note that the investment objective of a REIT is to invest in a real estate portfolio. Each REIT is exposed to risks relating to investments in real estate, including but not limited to (a) adverse changes in political or economic conditions; (b) changes in interest rates and the availability of debt or equity financing, which may result in an inability by the REIT to maintain or improve the real estate portfolio and finance future acquisitions; (c) changes in environmental, zoning and other governmental rules; (d) changes in market rents; (e) any required repair and maintenance of the portfolio properties; (f) breach of any property laws or regulations; (g) the relative illiquidity of real estate investment; (h) real estate taxes; (i) any hidden interests in the portfolio properties; (j) any increase in insurance premiums and (k) any uninsurable losses.

There may also be disparity between the market price of the units of a REIT and the net asset value per unit. This is because the market price of the units of a REIT also depends on many factors, including but not limited to (a) the market value and perceived prospects of the real estate portfolio; (b) changes in economic or market conditions; (c) changes in market valuations of similar companies; (d) changes in interest rates; (e) the perceived attractiveness of the units of the REIT against those of other equity securities; (f) the future size and liquidity of the market for the units and the REIT market generally; (g) any future changes to the regulatory system, including the tax system and (h) the ability of the REIT to implement its investment and growth strategies and to retain its key personnel.

The above risks may have a significant impact on the performance of the relevant units and the price of the Structured Products.

Risk Relating to CBBCs

Correlation between the price of a CBBC and the price/level of the Underlying Asset

When the Underlying Asset of a CBBC is trading at a price/level close to its Call Price/Call Level, the price of that CBBC tends to be more volatile and any change in the value of that CBBC at such time may be incomparable and disproportionate with the change in the price/level of the Underlying Asset.

Payout under CBBCs

It is expected that the value of each entitlement of CBBCs tends to mirror the value of the Underlying Asset. However, you are warned that the price of CBBCs will be determined not only by the trading value of the Underlying Asset but also by the impact of financing costs and/or dividends during the period in which the CBBCs are held by you. In particular, when the value of the Underlying Asset is close to the Call Price/Call Level, the price of the CBBCs will be more volatile.

Mandatory Call Event is irrevocable

A Mandatory Call Event is irrevocable unless it is triggered as a result of any of the following events:

(a) system malfunction or other technical errors of HKEx (such as the setting up of wrong Call Price/Call Level and other parameters); or

(b) manifest errors caused by the relevant third party price source (such as miscalculation of the index level by the relevant index compiler),

and in each case, we agree with the Stock Exchange that such Mandatory Call Event is to be revoked within such time as specified in the relevant supplemental listing document following the trading day on which the Mandatory Call Event is triggered. Upon revocation of the Mandatory Call Event, trading of the CBBCs will resume and any trade cancelled after such Mandatory Call Event will be reinstated.

Non-recognition of Post MCE Trades

The Stock Exchange and its recognised exchange controller, HKEx, shall not incur any liability (whether based on contract, tort (including, without limitation, negligence)), or any other legal or equitable grounds and, without regard to the circumstances giving rise to any purported claim (except in the case of wilful misconduct on the part of the Stock Exchange and/or HKEx) for any direct, consequential, special, indirect, economic, punitive, exemplary or any other loss or damage suffered or incurred by us or any other party arising from or in connection with the Mandatory Call Event or the suspension of trading ("**Trading Suspension**") or the non-recognition of trades after a Mandatory Call Event ("**Non-Recognition of Post MCE Trades**"), including, without limitation, any delay, failure, mistake or error in the Trading Suspension or Non-Recognition of Post MCE Trades.

The BNP Group shall not have any responsibility towards you for any losses suffered as a result of the Trading Suspension and/or Non-Recognition of Post MCE Trades, in connection with the occurrence of a Mandatory Call Event, the resumption of trading of the CBBCs or reinstatement of any Post MCE Trades cancelled as a result of the reversal of any Mandatory Call Event, notwithstanding that such Trading Suspension and/or Non-Recognition of Post MCE Trades occur as a result of an error in the observation of the event.

Residual Value may not include residual funding cost

For Category R CBBCs, the Residual Value (if any) payable by us following the occurrence of a Mandatory Call Event may or may not include the residual funding cost for the CBBCs. You may not receive any residual funding cost back from us upon early termination of a Category R CBBC upon a Mandatory Call Event.

Delay in announcements of a Mandatory Call Event

The Stock Exchange will notify the market as soon as practicable after the CBBC has been called upon the occurrence of a Mandatory Call Event. You must however be aware that there may be delay in the announcement of a Mandatory Call Event due to technical errors or system failures and other factors that are beyond our control or the control of the Stock Exchange.

Our hedging activities may adversely affect the price/level of the Underlying Asset

Any member of the BNP Group may carry out activities that minimise our risks related to the CBBCs, including effecting transactions for our own account or for the account of our customers and hold long or short positions in the Underlying Asset (whether for risk reduction purposes or otherwise). In addition, in connection with the offering of any CBBCs, we and/or any member of the BNP Group may enter into one or more hedging transactions with respect to the Underlying Asset. In connection with such hedging or market-making activities or with respect to proprietary or other trading activities by us and/or any member of the BNP Group may enter into transactions in the Underlying Asset which may affect the market price, liquidity or price/level of the Underlying Asset and/or the value of CBBCs and which could be deemed to be adverse to your interests. The BNP Group is likely to modify our hedging positions throughout the life of the CBBCs whether by effecting transactions in the Underlying Asset or in derivatives linked to the Underlying Asset. Further, it is possible that the advisory services which the BNP Group provides in the ordinary course of our business could lead to an adverse impact on the value of the Underlying Asset.

Unwinding of hedging arrangements

The trading and/or hedging activities of the BNP Group related to CBBCs and/or other financial instruments issued by us from time to time may have an impact on the price/level of the Underlying Asset and may trigger a Mandatory Call Event. In particular, when the Underlying Asset is trading close to the Call Price/Call Level, our unwinding activities may cause a fall or rise (as the case may be) in the trading price/level of the Underlying Asset, leading to a Mandatory Call Event.

In respect of Category N CBBCs, the BNP Group may unwind any hedging transactions entered into by us in relation to the CBBCs at any time even if such unwinding activities may trigger a Mandatory Call Event.

In respect of Category R CBBCs, before the occurrence of a Mandatory Call Event, the BNP Group may unwind our hedging transactions relating to the CBBCs in proportion to the amount of the CBBCs we repurchase from time to time. Upon the occurrence of a Mandatory Call Event, the BNP Group may unwind any hedging transactions in relation to the CBBCs. Such unwinding activities after the occurrence of a Mandatory Call Event may affect the trading price/level of the Underlying Asset and consequently the Residual Value of the CBBCs.

Adjustment related risk

We will make such adjustments as we consider appropriate as a consequence of certain corporate actions or index adjustment events affecting the Underlying Asset. Please refer to the subsection "Adjustment related risk" under the section "Risks in relation to the Underlying Asset".

In addition, for Single Equity CBBCs and Single Unit Trust CBBCs, if the Underlying Asset ceases to be listed on the Stock Exchange during the term of the CBBCs, we may make adjustments and amendments to the rights attaching to the CBBCs pursuant to Condition 6 of the Product Conditions of the relevant CBBCs set out in Part A and Part C of Appendix 3. Such adjustments and amendments will be conclusive and binding on you.

Risk relating to the legal form of the Structured Products

Each Structured Product will be represented by a global certificate registered in the name of HKSCC Nominees Limited (or such other nominee company as may be used by HKSCC from time to time in relation to the provision of nominee services to persons admitted for the time being by HKSCC as a participant of Central Clearing and Settlement System ("**CCASS**")). A risk of investing in a security that is issued in global registered form and held on your behalf within a clearing system effectively means that evidence of your title, as well as the efficiency of ultimate delivery of the Cash Settlement Amount, will be subject to the General Rules of CCASS and CCASS Operational Procedures ("**CCASS Rules**"). You should be aware of the following risks:

(a) you will not receive definitive certificates where the Structured Products remain in the name of HKSCC Nominees Limited for the entire life of the Structured Products;

(b) any register that is maintained by us or on our behalf, whilst available for inspection by you, will not be capable of registering any interests other than that of the legal title owner, in other words, it will record at all times that the Structured Products are being held by HKSCC Nominees Limited;

(c) you will have to rely solely upon your brokers/custodians and the statements you receive from such party as evidence of your interest in the investment;

(d) notices or announcements will be published on the HKEx's website and/or released by HKSCC to its participants via CCASS in accordance with the CCASS Rules. You will need to check the HKEx's website regularly and/or rely on your brokers/custodians to obtain such notices/announcements; and

(e) following the Expiry Date and the determination by us as to the Cash Settlement Amount, our obligations to you will be duly performed by payment of the Cash Settlement Amount (net of any Exercise Expenses) to HKSCC Nominees Limited as the "holder" of the Structured Products. HKSCC or HKSCC Nominees Limited will then distribute the received Cash Settlement Amount (net of any Exercise Expenses) to the respective CCASS participants in accordance with the CCASS Rules.

Potential fee arrangements with brokers and potential conflicts of interest of brokers

To the extent permissible by the applicable laws, regulations, codes and guidelines and/or recommendations (whether imposed by applicable law or by competent regulatory authorities) in effect from time to time, we may or may not enter into fee arrangements with brokers with respect to the Structured Products or dealings in, or related to, the relevant Underlying Asset. You should note that brokers with whom we have a fee arrangement (if any) do not, and cannot be expected to, deal exclusively in, or related to, the Structured Products or any relevant Underlying Asset and may from time to time engage in other dealings for their own accounts and/or for the accounts of their clients. Potential conflicts of interests may arise from the different roles played by such brokers in connection with their dealings in, or related to, the Structured Products, the relevant Underlying Asset and/or other financial products (including those issued by other institutions over the same relevant Underlying Asset). A broker's interests (economic or otherwise) in each role may potentially affect the Structured Products and/or the relevant Underlying Asset in a manner that may cause adverse consequences to you if you invest in the Structured Products.

Effect of the combination of risk factors unpredictable

Two or more risk factors may simultaneously have an effect on the value of a series of Structured Products such that the effect of any individual risk factor may not be predictable. No assurance can be given as to the effect any combination of risk factors may have on the value of a series of Structured Products.

TAXATION

The following section is of a general nature and is not intended to provide guidance to you. This section relates to you if you are the absolute beneficial owner of the Structured Products and may not apply equally to you. If you are in any doubt as to your tax position on purchase, ownership, transfer, holding or exercise of any Structured Product, you are strongly advised to consult your own tax advisers.

General

You may be required to pay stamp duties, taxes and other charges in accordance with the laws and practices of the country of purchase in addition to the issue price of each Structured Product.

Taxation in Hong Kong

The following paragraph, which is intended as a general guide only, is based on current law and practice in Hong Kong. It summarises certain aspects of taxation in Hong Kong which may be applicable to the Structured Products but is not purported to be a comprehensive description of all tax considerations which may be of relevance.

Profits Tax

No tax is payable in Hong Kong by withholding or otherwise in respect of:

(a) dividends of any company;

(b) distributions of any trust authorised as a collective investment scheme by the SFC under section 104 of the Securities and Futures Ordinance (Cap 571, The Laws of Hong Kong) or otherwise approved by the SFC; or

(c) any capital gains arising on the sale of the underlying shares or Structured Products, except that Hong Kong profits tax may be chargeable on any such gains in the case of certain persons carrying on a trade, profession or business in Hong Kong.

Stamp Duty

You do not need to pay any stamp duty in respect of purely cash settled Structured Products.

Taxation in the Netherlands

The following paragraph, which is intended as a general guide only, is based on current law and practice in the Netherlands. It summarises certain aspects of taxation in the Netherlands which may be applicable to the Structured Products but is not purported to be a comprehensive description of all tax considerations which may be of relevance.

Registration, Stamp, Transfer or Turnover Taxes

No Dutch registration, stamp, transfer or turnover taxes or other similar duties or taxes should be due in the Netherlands in direct connection with the offering and issue of the Structured Products by us or in respect of the signing and delivery of this document and/or the relevant supplemental listing document.

Withholding Tax

No Netherlands withholding tax should be due on payments of principal and/or interest.

Income Tax or Capital Gain Tax

You will not be subject to Netherlands taxes on income or capital gains in direct connection with the acquisition or holding of debt or any payment under the Structured Products or in respect of any gain realised on the disposal or redemption of the Structured Products, provided that:

(a) you are neither a resident nor deemed to be a resident nor has opted to be treated as a resident in the Netherlands; and

(b) you do not have an enterprise or an interest in an enterprise which, in whole or in part, is carried on through a permanent establishment or a permanent representative in the Netherlands and to which permanent establishment or permanent representative the Structured Products are attributable; and

(c) if you are a legal person, an open limited partnership ("*open commanditaire vennootschap*"), another company with a capital divided into shares or a special purpose fund ("*doelvermogen*"):

    (i) you do not have a substantial interest* in our share capital, or in the event that you do have such an interest, such interest forms part of the assets of an enterprise; and

    (ii) you do not have a deemed Netherlands enterprise to which enterprise the Structured Products are attributable, including but not limited to, activities such as serving as a management or supervisory board member of a Dutch resident company;

or

(d) if you are a natural person:

(i) you do not derive income and/or capital gains from activities in the Netherlands other than business income (as described under (b) above), to which activities the Structured Products are attributable; and

(ii) you or a person related to you by law, contract, consanguinity or affinity to the degree specified in the tax laws of the Netherlands do not have, or are not deemed to have, a substantial interest* in our share capital.

Inheritance Tax

No gift, estate or inheritance tax will arise in the Netherlands on the transfer by way of gift or inheritance of the Structured Products if the donor or the deceased at the time of the gift or the death is neither a resident nor a deemed resident of the Netherlands, unless:

(a) at the time of the gift or death, the Structured Products are attributable to an enterprise or part of an enterprise that is carried out through a permanent establishment or a permanent representative in the Netherlands; or

(b) the donor of the Structured Products dies within 180 days of making the gift, and is a Dutch resident or deemed resident on the date of death.

Furthermore, in relation to the implications in respect of registration, stamp, transfer or turnover taxes, withholding tax, income tax or capital gain tax and inheritance tax in the Netherlands summarised above, it is assumed that:

(a) neither the remuneration, nor the indebtedness of the remuneration, on the Structured Products is, in whole or in part, legally or actually, contingent upon the profits or the distribution of profits by us or any of our affiliated companies; and

(b) the Structured Products will be treated as our debt obligations and cannot, partly or wholly, be reclassified as equity nor actually function as equity for Dutch tax purposes as referred to in Section 10(1)(d) of the Dutch Corporate Income Tax Act (Wet op de vennootschapsbelasting 1969).

Exchange of Information

If we pay interest directly to, or secure our payment for the immediate benefit of, a holder of Structured Products that is (i) an individual, (ii) a resident of another EU Member State or designated jurisdiction and (iii) the beneficial owner of that interest, we must verify the holder of the Structured Products' identity and place of residence and provide information regarding that holders and the interest payments concerned to the Dutch tax authorities. This obligation does not apply if the interest is paid to, or secured for the benefit of, a holder of the Structured Products via a bank or other paying agent as defined in Dutch tax law. In that case similar or other obligations may apply with respect to the bank or the other paying agent.

* An interest in our share capital should not be considered as a substantial interest if you, and if you are a natural person, your spouse, registered partner, certain other relatives or certain persons sharing your household, do not own or hold, alone or together, whether directly or indirectly, the ownership of, or certain rights over, shares or rights resembling shares representing five per cent. or more of our total issued and outstanding capital or our issued and outstanding capital of any class of shares.

Taxation in the United States of America

Foreign Account Tax Compliance Act

Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986 ("**FATCA**") impose a new reporting regime and potentially a 30% withholding tax with respect to certain payments to (i) any non-U.S. financial institution (a "**foreign financial institution**", or "**FFI**" (as defined by FATCA)) that does not become a "**Participating FFI**" by entering into an agreement with the U.S. Internal Revenue Service ("**IRS**") to provide the IRS with certain information in respect of its account holders and investors or is not otherwise exempt from or in deemed compliance with FATCA and (ii) any investor (unless otherwise exempt from FATCA) that does not provide information sufficient to determine whether the investor is a U.S. person or should otherwise be treated as holding a "United States account" of the Issuer (a "**Recalcitrant Holder**"). The Issuer may be classified as an FFI.

The new withholding regime started being phased in beginning 1 July 2014 for payments from sources within the United States and will apply to "**foreign passthru payments**" (a term not yet defined) no earlier than 1 January 2017. This withholding would potentially apply to payments in respect of (i) any Structured Products characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or after the "**grandfathering date**", which is the later of (a) 1 July 2014 and (b) the date that is six months after the date on which final U.S.

Treasury regulations defining the term foreign passthru payment are filed with the Federal Register, or which are materially modified on or after the grandfathering date and (ii) any Structured Products characterised as equity or which do not have a fixed term for U.S. federal tax purposes, whenever issued. If Structured Products are issued before the grandfathering date, and additional Structured Products of the same series are issued on or after that date, the additional Structured Products may not be treated as grandfathered, which may have negative consequences for the existing Structured Products, including a negative impact on market price.

The United States and a number of other jurisdictions have announced their intention to negotiate intergovernmental agreements to facilitate the implementation of FATCA (each, an "**IGA**"). Pursuant to FATCA and the "Model 1" and "Model 2" IGAs released by the United States, an FFI in an IGA signatory country could be treated as a "**Reporting FI**" not subject to withholding under FATCA on any payments it receives. Further, an FFI in a Model 1 IGA jurisdiction generally would not be required to withhold under FATCA or an IGA (or any law implementing an IGA) (any such withholding being "**FATCA Withholding**") from payments it makes. The Model 2 IGA leaves open the possibility that a Reporting FI might in the future be required to withhold as a Participating FFI on foreign passthru payments and payments that it makes to Recalcitrant Holders. Under each Model IGA, a Reporting FI would still be required to report certain information in respect of its account holders and investors to its home government or to the IRS. The United States and the Netherlands have entered into an agreement (the "**US-Netherlands IGA**") based largely on the Model 1 IGA.

The Issuer expects to be treated as a Reporting FI pursuant to the US-Netherlands IGA and does not anticipate being obliged to deduct any FATCA Withholding on payments it makes. There can be no assurance, however, that the Issuer will be treated as a Reporting FI, or that it would in the future not be required to deduct FATCA Withholding from payments it makes. If the Issuer becomes a Participating FFI, the Issuer and financial institutions through which payments on the Structured Products are made may be required to withhold FATCA Withholding if (i) any FFI through or to which payment on such Structured Products is made is not a Participating FFI, a Reporting FI, or otherwise exempt from or in deemed compliance with FATCA or (ii) an investor is a Recalcitrant Holder.

Whilst the Structured Products are held within the clearing systems, it is expected that FATCA will not affect the amount of any payments made under, or in respect of, the Structured Products by the Issuer, the Guarantor or any paying agent, given that each of the entities in the payment chain between the Issuer and the participants in the clearing systems is a major financial institution whose business is dependent on compliance with FATCA and that any alternative approach introduced under an IGA will be unlikely to affect the Structured Products.

FATCA is particularly complex and its application is uncertain at this time. The above description is based in part on regulations, official guidance and model IGAs, all of which are subject to change or may be implemented in a materially different form. Prospective investors should consult their tax advisers on how these rules may apply to the Issuer and to payments they may receive in connection with the Structured Products.

TO ENSURE COMPLIANCE WITH IRS CIRCULAR 230, EACH TAXPAYER IS HEREBY NOTIFIED THAT: (A) ANY TAX DISCUSSION HEREIN IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY THE TAXPAYER FOR THE PURPOSE OF AVOIDING U.S. FEDERAL INCOME TAX PENALTIES THAT MAY BE IMPOSED ON THE TAXPAYER; (B) ANY SUCH TAX DISCUSSION WAS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) THE TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISER.

PLACING AND SALE

General

No action has been or will be taken by us that would permit a public offering of any series of Structured Products or possession or distribution of any offering material in relation to the Structured Products in any jurisdiction (other than in Hong Kong) where action for that purpose is required.

No offers, sales or deliveries of any Structured Products, or distribution of any offering material relating to the Structured Products may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws or regulations and will not impose any obligation on us or the Guarantor. In the event that we contemplate a placing, placing fees may be payable in connection with any issue and we may, at our discretion, allow discounts to placees.

United States of America

Each series of Structured Products has not been, and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and trading in the Structured Products has not been and will not be approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. We have not been registered as an investment company pursuant to the United States Investment Company Act of 1940, as amended.

The Structured Products may not at any time be offered, sold, delivered, traded or exercised, directly or indirectly, in the United States or to, or for the account or benefit of, a U.S. person and a U.S. person may not, at any time, directly or indirectly, maintain a position in the Structured Products. Offers, sales, trading or delivery of the Structured Products in the United States or to, or for the account or benefit of, U.S. persons may constitute a violation of United States laws governing securities and commodities trading.

We will not offer, sell or deliver any Structured Products within the United States or to, or for the account or benefit of, U.S. persons, and all dealers participating in the distribution of the Structured Products will not be permitted by us to offer, sell, deliver or trade, at any time, directly or indirectly, any Structured Products in the United States or to, or for the account or benefit of, any U.S. person.

Each purchaser of Structured Products will be deemed by its acceptance of the Structured Products to have represented and agreed, on its behalf and on behalf of any investor accounts for which it is purchasing the Structured Products, that it has not and will not purchase, offer, sell, deliver or trade, at any time, directly or indirectly, any Structured Products in the United States or to, or for the account or benefit of, any U.S. person.

Each purchaser acknowledges that we and the dealers will rely upon the truth and accuracy of the foregoing representations and agreements, and agrees that if any of the representations or warranties deemed to have been made by such purchaser by its purchase of Structured Products are no longer accurate, it shall promptly notify us and the relevant dealer. If acquiring Structured Products as a fiduciary or agent for one or more investor accounts, each purchaser represents that it has sole investment discretion with respect to each such account and full power to make the foregoing representations and agreements on behalf of each such account.

Terms used herein, including, "**United States**" and "**U.S. person**", have the meanings given to them by Regulation S under the Securities Act.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), each dealer has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "**Relevant Implementation Date**"), it has not made and will not make an offer of Structured Products which are the subject of the offering contemplated by this document as completed by the relevant supplemental listing document in relation thereto to the public in that Relevant Member State has been other than:

(a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the relevant dealer or dealers nominated by the Issuer for any such offer; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Structured Products shall require the Issuer or any dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "**offer of Structured Products to the public**" in relation to any Structured Products in any Relevant

Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Structured Products to be offered so as to enable an investor to decide to purchase or subscribe the Structured Products, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State .

United Kingdom

Each dealer has represented and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 ("**FSMA**")) received by it in connection with the issue or sale of the Structured Products in circumstances in which section 21(1) of the FSMA does not apply to the Issuer or the Guarantor; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Structured Products in, from or otherwise involving the United Kingdom.

Hong Kong

No person, other than a person permitted to do so under the securities laws of Hong Kong, has issued or had in its possession for the purposes of issue, or will issue or have in its possession for the purposes of issue, any advertisement, invitation or document relating to the Structured Products, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong other than with respect to Structured Products which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571, The Laws of Hong Kong) and any rules made thereunder.

TEXT OF THE GUARANTEE OF BNP PARIBAS

Our obligations under the Structured Products are guaranteed by the Guarantor under the Guarantee executed by the Guarantor by way of deed poll and dated as of 31 March 2015. The text of the Guarantee is set out below.

"THIS GUARANTEE is made by way of deed poll by BNP Paribas (the "**Guarantor**") in favour of the holders for the time being of the Structured Products (as defined below) (each a "**Holder**") and dated as of 31 March 2015. WHEREAS:—

(A) The Guarantor has agreed to guarantee all obligations of BNP Paribas Arbitrage Issuance B.V. (the "**Issuer**") under any structured products (including, without limitation, Warrants, callable bull/bear contracts ("**CBBC**") or other types of structured products (together, the "**Structured Products**")) issued from time to time by the Issuer pursuant to a base listing document to be dated on or about 31 March 2015 ("**Base Listing Document**", which expression shall include any amendment and/or supplement thereto and any replacement or further issue of any base listing document issued by the Issuer from time to time in respect of Structured Products (and whether or not issued pursuant to any condition imposed by the Securities and Futures Commission pursuant to the Securities and Futures Ordinance or by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") pursuant to the Rules Governing the Listing of Securities on the Stock Exchange)) and listed on the Stock Exchange.

(B) Terms defined in the Conditions of the Structured Products shall have the same meanings in this Deed of Guarantee except where the context requires otherwise. References to "**Conditions**" are to the terms and conditions set out in the Base Listing Document.

NOW THIS DEED WITNESSES as follows:

1 **Guarantee**: The Guarantor unconditionally and irrevocably guarantees by way of deed poll to each Holder that, if for any reason the Issuer does not pay any sum payable by it or perform any other obligation in respect of any Structured Product on the date specified for such payment or performance the Guarantor will, in accordance with the Conditions pay that sum in the currency in which such payment is due in immediately available funds or, as the case may be, perform or procure the performance of the relevant obligation on the due date for such performance. In case of the failure of the Issuer to satisfy such obligations as and when the same become due, the Guarantor hereby undertakes to make or cause to be made such payment or satisfy or cause to be satisfied such obligations as though the Guarantor were the principal obligor in respect of such obligation.

Any such payment in accordance with this Clause 1 shall constitute a complete discharge of the Guarantor's obligations in respect of such Structured Products.

2 **Guarantor as Principal Obligor**: As between the Guarantor and the holder of each Structured Product but without affecting the Issuer's obligations, the Guarantor will be liable under this Guarantee as if it were the sole principal obligor and not merely a surety. Accordingly, it will not be discharged, nor will its liability be affected, by anything which would not discharge it or affect its liability if it were the sole principal obligor (including (1) any time, indulgence, waiver or consent at any time given to the Issuer or any other person, (2) any amendment to any of the Conditions or to any security or other guarantee or indemnity, (3) the making or absence of any demand on the Issuer or any other person for payment or performance of any other obligation in respect of any Structured Product, (4) the enforcement or absence of enforcement of any Structured Product or of any security or other guarantee or indemnity, (5) the release of any such security, guarantee or indemnity, (6) the dissolution, amalgamation, reconstruction or reorganisation of the Issuer or any other person, or (7) the illegality, invalidity or unenforceability of or any defect in any provision of the Conditions or any of the Issuer's obligations under any of them).

3 **Guarantor's Obligations Continuing**: The Guarantor's obligations under this Guarantee are and will remain in full force and effect by way of continuing security until no sum remains payable and no other obligation remains to be performed under any Structured Product (in each case subject to its exercise). Furthermore, those obligations of the Guarantor are additional to, and not instead of, any security or other guarantee or indemnity at any time existing in favour of any person, whether from the Guarantor or otherwise. The Guarantor irrevocably waives all notices and demands of any kind.

4 **Discharge by the Issuer**: If any payment received by, or other obligation discharged to or to the order of, the holder of any Structured Product is, on the subsequent bankruptcy or insolvency of the Issuer, avoided under any laws relating to bankruptcy or insolvency, such payment or obligation will not be considered as having discharged or diminished the liability of the Guarantor and this Guarantee will continue to apply as if such payment or obligation had at all times remained owing due by the Issuer.

5 **Indemnity**: As a separate and alternative stipulation, the Guarantor unconditionally and irrevocably agrees (1) that any sum or obligation which, although expressed to be payable under the Structured Products, is for any reason (whether or not now existing and whether or not now known or becoming known to the Issuer, the Guarantor or the holder of any Structured Product) not recoverable from the Guarantor on the basis of a guarantee will nevertheless be recoverable from it as if it were the sole principal obligor and will be paid or performed by it in favour of the holder of any Structured Product and (2) as a primary obligation to indemnify each Holder against any loss suffered by it as a result of any sum or obligation expressed to be payable under the Structured Products not being paid or performed by the time, on the date and otherwise in the manner specified in the Structured Products or any obligation of the Issuer under the Structured Products being or becoming void, voidable or unenforceable for any reason (whether or not now existing and whether or not known or becoming known to the Issuer, the Guarantor or any Holder), in the case of a payment obligation the amount of that loss being the amount expressed to be payable by the Issuer in respect of the relevant sum, PROVIDED THAT the proviso to Clause 2 of this Guarantee shall apply mutatis mutandis to this clause 5.

6 **Incorporation of Terms**: The Guarantor agrees that it shall comply with and be bound by those provisions contained in the Conditions which relate to it.

7 **Deposit of Guarantee**: This Guarantee shall be deposited with and held by the Sponsor for the benefit of the Holders. If BNP Paribas Securities (Asia) Limited ceases to be the Sponsor its successor shall hold this Guarantee.

8 **Representations:** The Guarantor represents and warrants to each Holder that it has the full power and authority, and has taken all necessary steps, to execute and deliver this Guarantee and to perform its obligations hereunder and this Guarantee constitutes the valid and binding obligations of the Guarantor and is enforceable in accordance with its terms.

9 **Governing law**: This Guarantee shall be governed by and construed in accordance with the laws of Hong Kong.

10 **Jurisdiction**: The courts of Hong Kong are to have jurisdiction to settle any disputes which may arise out of or in connection with this Guarantee and accordingly any legal action or proceedings arising out of or in connection with this Guarantee ("**Proceedings**") may be brought in such courts. The Guarantor irrevocably submits to the jurisdiction of such courts and waives any objection to Proceedings in such courts whether on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum. This submission is for the benefit of each of the Holders and shall not limit the right of any of them to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings in any one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not).

11 **Service of Process**: The Guarantor agrees that service of process in Hong Kong may be made on it at its Hong Kong branch. Nothing in this Guarantee shall affect the right to serve process in any other manner permitted by law.

IN WITNESS whereof this Guarantee has been executed by the Guarantor as a deed poll and delivered on the date specified below.

Dated as of 31 March 2015"

APPENDIX 1 — GENERAL CONDITIONS OF STRUCTURED PRODUCTS

These General Conditions relate to each series of Structured Products and must be read in conjunction with, and are subject to, the applicable Product Conditions and the Supplemental Listing Document in relation to the particular series of Structured Products. These General Conditions and the applicable Product Conditions (as supplemented, amended, modified and/or replaced by the relevant Supplemental Listing Document) together constitute the Conditions of the relevant Structured Products, and will be endorsed on the Global Certificate representing the relevant Structured Products. The Supplemental Listing Document in relation to the issue of any series of Structured Products may specify other terms and conditions which shall, to the extent so specified or to the extent they are inconsistent with these General Conditions and the applicable Product Conditions, replace or modify the General Conditions and/or the applicable Product Conditions for the purpose of such series of Structured Products.

1. Definitions

"**Base Listing Document**" means the base listing document relating to Structured Products dated 31 March 2015 and issued by the Issuer, including any addenda to such base listing document issued from time to time;

"**Board Lot**" has the meaning given to it in the relevant Supplemental Listing Document;

"**CCASS**" means the Central Clearing and Settlement System established and operated by HKSCC;

"**CCASS Rules**" means the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time;

"**Conditions**" means, in respect of a particular series of Structured Products, these General Conditions and the applicable Product Conditions;

"**Expiry Date**" has the meaning given to it in the relevant Supplemental Listing Document;

"**General Conditions**" means these general terms and conditions;

"**Global Certificate**" means, in respect of the relevant Structured Products, a global certificate registered in the name of the Nominee;

"**Guarantee**" means a deed poll guarantee dated as of 31 March 2015 made by the Guarantor;

"**Guarantor**" means BNP Paribas;

"**HKSCC**" means Hong Kong Securities and Clearing Company Limited;

"**Holder**" means, in respect of each series of Structured Products, each person who is for the time being shown in the Register as the holder of the Structured Products, and who shall be treated by the Issuer, the Guarantor and the Sponsor as the absolute owner and holder of the relevant Structured Products. The expression "**Holders**" shall be construed accordingly;

"**Hong Kong**" means the Hong Kong Special Administrative Region of the People's Republic of China;

"**Instrument**" means an instrument by way of deed poll dated 3 May 2006 executed by the Issuer which constitutes the Structured Products;

"**Issuer**" means BNP Paribas Arbitrage Issuance B.V.;

"**Nominee**" means HKSCC Nominees Limited (or such other nominee company as may be used by the HKSCC from time to time) in relation to the provision of nominee services to persons admitted for the time being by the HKSCC as a participant of CCASS;

"**Product Conditions**" means the product conditions relating to a particular series of Structured Products;

"**Register**" means, in respect of each series of Structured Products, the register of holders of such series of Structured Products kept by the Issuer outside of Hong Kong pursuant to General Condition 3.3;

"**Sponsor**" means BNP Paribas Securities (Asia) Limited;

"**Stock Exchange**" means The Stock Exchange of Hong Kong Limited;

"**Structured Products**" means derivative warrants ("**Warrants**"), callable bull/bear contracts ("**CBBCs**") or such other structured products to be issued by the Issuer from time to time. References to "**Structured Product**" are to be construed as references to a particular series of Structured Products; and

"**Supplemental Listing Document**" means the supplemental listing document relating to a particular series of Structured Products.

Other capitalised terms will, unless otherwise defined, have the meanings given to them in the Base Listing Document, the applicable Product Conditions, the relevant Supplemental Listing Document and/or the Global Certificate.

2. Form, Status, Transfer and Trading

2.1 *Form*

The Structured Products (which expression shall, unless the context otherwise requires, include any further structured products issued pursuant to General Condition 9) are issued in registered form subject to and with the benefit of the Instrument and the Guarantee. Copies of the Instrument and the Guarantee are available for inspection at the specified offices of the Sponsor. The Holders are entitled to the benefit of, are bound by, and are deemed to have notice of all the provisions of the Instrument.

2.2 *Status of the Issuer's obligations*

The settlement obligations of the Issuer in respect of the Structured Products represent general unsecured contractual obligations of the Issuer and of no other person and rank, and will rank, pari passu among themselves and with all other present and future unsecured and unsubordinated contractual obligations of the Issuer, except for obligations accorded preference by mandatory provisions of applicable law. The obligations of the Guarantor under the Guarantee represent general unsecured contractual obligations of the Guarantor and of no other person and rank, and will rank, pari passu with all other present and future unsecured and unsubordinated contractual obligations of the Guarantor, except for obligations accorded preference by mandatory provisions of applicable law.

2.3 *Transfer and Trading of Structured Products*

Transfers of Structured Products may be effected only in Board Lots or integral multiples thereof in CCASS in accordance with the CCASS Rules.

Trading in Structured Products on the Stock Exchange shall cease prior to the Expiry Date in accordance with the requirements of the Stock Exchange.

3. Sponsor and Register

3.1 The Sponsor will not assume any obligation or duty to or any relationship or agency or trust for the Holder.

3.2 The Issuer reserves the right, subject to the appointment of a successor, at any time to vary or terminate the appointment of the initial Sponsor and to appoint another sponsor provided that it will at all times maintain a sponsor in Hong Kong for so long as the Structured Products are listed on the Stock Exchange. Notice of any such termination or appointment will be given to the Holders in accordance with General Condition 7.

3.3 The Register will be maintained outside Hong Kong by the Issuer and the Issuer will enter or cause to be entered the name, address and banking details of the Holders, the details of the Structured Products held by each Holder, including the number of Structured Products of each series held and any other particulars which it thinks proper.

4. Purchases

The Issuer, the Guarantor and/or any of their respective affiliates may at any time purchase Structured Products at any price in the open market or by tender or by private treaty. Any Structured Products so purchased may be held, resold or surrendered for cancellation.

5. Global Certificate

The Structured Products will be represented by a Global Certificate. No definitive certificate will be issued. The Structured Products can only be exercised by the Nominee. The Global Certificate representing the relevant Structured Products will be deposited with CCASS in the name of the Nominee. The Global Certificate must be executed manually on behalf of the Issuer by its authorised person(s) or attorney(s).

6. Meetings of Holders and Modification

6.1 *Meetings of Holders*

The Instrument contains provisions for convening meetings of the Holders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Instrument) of a modification of the provisions of the Structured Products or of the Instrument.

Any resolution to be passed in a meeting of the Holders shall be decided by poll. A meeting may be convened by the Issuer or by Holders holding not less than 10 per cent. of the Structured Products for the time being remaining unexercised. The quorum at any such meeting for passing an Extraordinary Resolution will be two or more persons holding or representing not less than 25 per cent. of the Structured Products for the time being remaining unexercised, or at any adjourned meeting two or more persons being or representing Holders whatever the number of Structured Products so held or represented.

A resolution will be an Extraordinary Resolution when it has been passed at a duly convened meeting by not less than three-quarters of the votes cast by such Holders who, being entitled to do so, vote in person or by proxy.

An Extraordinary Resolution passed at any meeting of the Holders shall be binding on all the Holders, whether or not they are present at the meeting.

Resolutions can be passed in writing without a meeting of the Holders being held if passed unanimously.

6.2 *Modification*

The Issuer may, without the consent of the Holders, effect any modification of the terms and conditions of the Structured Products or the Instrument which, in the opinion of the Issuer, is:

(a) not materially prejudicial to the interests of the Holders generally (without considering the circumstances of any individual Holder or the tax or other consequences of such modification in any particular jurisdiction);

(b) of a formal, minor or technical nature;

(c) made to correct a manifest error; or

(d) necessary in order to comply with mandatory provisions of the laws or regulations of Hong Kong.

Any such modification shall be binding on the Holders and shall be notified to them by the Issuer or the Sponsor (as the case may be) as soon as practicable thereafter in accordance with General Condition 7.

7. Notices

All notices to the Holders will be validly given if published in English and in Chinese on the website of Hong Kong Exchanges and Clearing Limited. Such notices shall be deemed to have been given on the date of the first such publication. If such publication is not practicable, notice will be given in such other manner as the Issuer may determine appropriate.

8. Adjustment to the Conditions

8.1 ***Other Adjustments***

Without prejudice to and notwithstanding any prior adjustment(s) made pursuant to the applicable Conditions, the Issuer may (but shall not be obliged to) make such other adjustments to the terms and conditions of the Structured Products as appropriate where any event (including the events as contemplated in the applicable Conditions) occurs and irrespective of, in substitution for, or in addition to the provisions contemplated in the applicable Conditions, provided that such adjustment is:

(a) not materially prejudicial to the interests of the Holders generally (without considering the circumstances of any individual Holder or the tax or other consequences of such adjustment in any particular jurisdiction); or

(b) determined by the Issuer in good faith to be appropriate and commercially reasonable.

8.2 ***Notice of Adjustments***

All determinations made by the Issuer in respect of any adjustment to the Conditions will be conclusive and binding on the Holders. The Issuer will give, or procure that there is given, notice as soon as practicable of any adjustment and of the date from which such adjustment is effective by publication in accordance with General Condition 7.

9. Further Issues

The Issuer shall be at liberty from time to time, without the consent of the Holders, to create and issue further structured products so as to form a single series with the Structured Products.

10. Taxation

The Issuer is not liable for or otherwise obliged to pay any tax, duty, withholding or other payment which may arise as a result of the ownership, transfer or exercise of any Structured Products.

11. Good Faith and Commercially Reasonable Manner

Any exercise of discretion by the Issuer under the Conditions will be made in good faith and in a commercially reasonable manner.

12. Governing Law

The Structured Products, the Global Certificate, the Guarantee and the Instrument will be governed by and construed in accordance with the laws of Hong Kong. The Issuer, the Guarantor and each Holder (by its purchase of the Structured Products) shall be deemed to have submitted for all purposes in connection with the Structured Products, the Global Certificates, the Guarantee and the Instrument to the non-exclusive jurisdiction of the courts of Hong Kong.

13. Language

In the event of any inconsistency between (a) the Chinese translation of these General Conditions and/or the applicable Product Conditions and (b) the English version of these General Conditions and/or the applicable Product Conditions, the English version of these General Conditions and/or the applicable Product Conditions shall prevail.

14. Prescription

Claims against the Issuer for payment of any amount in respect of a series of Structured Product will become void unless made within ten years of the MCE Valuation Date or the Expiry Date (as the case may be) applicable to that series and thereafter, any sums payable in respect of such Structured Product shall be forfeited and shall revert to the Issuer.

Sponsor

BNP Paribas Securities (Asia) Limited
59th-63rd Floors
Two International Finance Centre
8 Finance Street
Central, Hong Kong

APPENDIX 2 — PRODUCT CONDITIONS OF WARRANTS

The following pages set out the Product Conditions in respect of different types of Warrants.

PART A — PRODUCT CONDITIONS OF CASH SETTLED WARRANTS OVER SINGLE EQUITIES

The relevant Product Conditions will, together with the General Conditions and the supplemental provisions contained in the relevant Supplemental Listing Document and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Supplemental Listing Document in relation to the issue of any series of Warrants may specify additional terms and conditions which shall, to the extent so specified or to the extent inconsistent with the applicable Product Conditions, replace or modify the applicable Product Conditions for the purpose of such series of Warrants. Capitalised terms used in the applicable Product Conditions and not otherwise defined therein shall have the meaning given to them in the relevant Supplemental Listing Document.

1. Definitions

For the purposes of these Product Conditions:

"**Average Price**" means the arithmetic mean of the closing price of one Share, as derived from the Daily Quotation Sheet of the Stock Exchange, subject to any adjustments to such closing prices as may be necessary to reflect any capitalisation, rights issue, distribution or the like in respect of each Valuation Date;

"**Business Day**" means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business in Hong Kong;

"**Cash Settlement Amount**" means, in respect of every Board Lot, an amount in the Settlement Currency calculated by the Issuer as follows:

(a) in the case of a series of call Warrants:

$$\frac{\text{Entitlement x (Average Price – Exercise Price) x one Board Lot}}{\text{Number of Warrant(s) per Entitlement}}$$

(b) in the case of a series of put Warrants:

$$\frac{\text{Entitlement x (Exercise Price – Average Price) x one Board Lot}}{\text{Number of Warrant(s) per Entitlement}}$$

"**CCASS Settlement Day**" has the meaning ascribed to the term "Settlement Day" in the CCASS Rules, subject to such modification and amendment prescribed by HKSCC from time to time;

"**Company**" means the company specified as such in the relevant Supplemental Listing Document;

"**Designated Bank Account**" means the relevant bank account designated by each Holder;

"**Entitlement**" means the number specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Exercise Expenses**" means any charges or expenses including any taxes or duties which are incurred in respect of the exercise of the Warrants;

"**Exercise Price**" means the price specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**General Conditions**" means the general terms and conditions set out in Appendix 1 of the Base Listing Document;

"**Listing Date**" means the date specified as such in the relevant Supplemental Listing Document;

"**Market Disruption Event**" means:

(a) the occurrence or existence on any Valuation Date during the one-half hour period that ends at the close of trading of any suspension of or limitation imposed on trading (by reason of movements in price exceeding limits permitted by the Stock Exchange or otherwise) on the Stock Exchange in (i) the Shares; or (ii) any options or futures contracts relating to the Shares if, in any such case, such suspension or limitation is, in the determination of the Issuer, material;

(b) the issuance of the tropical cyclone warning signal number 8 or above or the issuance of a "BLACK" rainstorm signal on any day which either (i) results in the Stock Exchange being closed for trading for the entire day; or (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session), PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of the tropical cyclone warning signal number 8 or above or the "BLACK" rainstorm signal having been issued; or

(c) a limitation or closure of the Stock Exchange due to any unforeseen circumstances;

"**Number of Warrant(s) per Entitlement**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Product Conditions**" means these product terms and conditions;

"**Settlement Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Settlement Date**" means the third CCASS Settlement Day after the later of: (i) the Expiry Date; and (ii) the day on which the Average Price is determined in accordance with the Conditions;

"**Settlement Disruption Event**" means an event beyond the control of the Issuer as a result of which the Issuer is unable to procure payment of the Cash Settlement Amount electronically through CCASS to the Designated Bank Account;

"**Share**" means the share of the Company specified as such in the relevant Supplemental Listing Document and "**Shares**" shall be construed accordingly; and

"**Valuation Date**" means each of the five Business Days immediately preceding the Expiry Date, provided that if the Issuer determines, in its sole discretion, that a Market Disruption Event has occurred on any Valuation Date, then that Valuation Date shall be postponed until the first succeeding Business Day on which there is no Market Disruption Event irrespective of whether that postponed Valuation Date would fall on a Business Day that is already or is deemed to be a Valuation Date. For the avoidance of doubt, in the event that a Market Disruption Event has occurred and a Valuation Date is postponed as aforesaid, the closing price of the Shares on the first succeeding Business Day will be used more than once in determining the Average Price, so that in no event shall there be less than five closing prices used to determine the Average Price.

If the postponement of the Valuation Date as aforesaid would result in the Valuation Date falling on or after the Expiry Date, then:

(a) the Business Day immediately preceding the Expiry Date (the "**Last Valuation Date**") shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event; and

(b) the Issuer shall determine the closing price of the Shares on the basis of its good faith estimate of the price that would have prevailed on the Last Valuation Date but for the Market Disruption Event.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Supplemental Listing Document or the Global Certificate.

2. Warrant Rights and Exercise Expenses

2.1 ***Warrant Rights***

Every Board Lot gives each Holder, upon due exercise and compliance with Product Condition 3, the right to receive payment of the Cash Settlement Amount, if any.

2.2 ***Exercise Expenses***

On exercise of the Warrants, Holders will be obliged to give an irrevocable authorisation to the Issuer to deduct all Exercise Expenses in accordance with Product Condition 3.

3. Exercise of Warrants

(a) Exercise of Warrants in Board Lots

Warrants may only be exercised in Board Lots or integral multiples thereof.

(b) Automatic Exercise

The Warrants are exercisable only on the Expiry Date. Any Warrant will automatically be exercised if the Cash Settlement Amount on the Expiry Date is greater than zero (without notice being given to the Holders). The Holders will not be required to deliver any exercise notice and the Issuer or its agent will pay to the Holders the Cash Settlement Amount (net of any Exercise Expenses)(if any) in accordance with Product Condition 3(d).

Any Warrant which has not been automatically exercised in accordance with this Product Condition 3(b) shall expire immediately without value thereafter and all rights of the Holder and obligations of the Issuer with respect to such Warrant shall cease.

(c) Cancellation

The Issuer will, with effect from the first Business Day following the Expiry Date, remove from the Register the name of the person in respect of the Warrants which:

(i) are the subject of an exercise pursuant to automatic exercise in accordance with these Product Conditions; or

(ii) have expired worthless,

and thereby cancel the relevant Warrants.

(d) Cash Settlement

Subject to automatic exercise of Warrants in accordance with these Product Conditions, the Issuer will make a payment, in respect of every Board Lot, to the relevant Holder equal to the Cash Settlement Amount (net of any Exercise Expenses). If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount (net of any Exercise Expenses) will be despatched no later than the Settlement Date by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account.

If, as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

4. Adjustments

4.1 *Rights Issues*

If and whenever the Company shall, by way of Rights (as defined below), offer new Shares for subscription at a fixed subscription price to the holders of existing Shares pro rata to existing holdings (a "**Rights Offer**"), the Entitlement will be adjusted to take effect on the Business Day ("**Rights Issue Adjustment Date**") on which trading in the Shares becomes ex-entitlement in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor} \times E$$

Where:

$$\text{Adjustment Factor} = \frac{1 + M}{1 + (R/S) \times M}$$

E : Existing Entitlement immediately prior to the Rights Offer

S : Cum-Rights Share price determined by the closing price on the Stock Exchange on the last Business Day on which Shares are traded on a cum-Rights basis

R : Subscription price per Share as specified in the Rights Offer plus an amount equal to any dividends or other benefits foregone to exercise the Rights

M : Number of new Share(s) (whether a whole or a fraction) per existing Share each holder thereof is entitled to subscribe

Provided that if the adjustment to be made would result in the Entitlement being changed by one per cent. or less, then no adjustment will be made to the Entitlement. In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Exercise Price shall take effect on the Rights Issue Adjustment Date.

For the purposes of these Product Conditions:

"**Rights**" means the right(s) attached to each existing Share or needed to acquire one new Share (as the case may be) which are given to the holders of existing Shares to subscribe at a fixed subscription price for new Shares pursuant to the Rights Offer (whether by the exercise of one Right, a part of a Right or an aggregate number of Rights).

4.2 *Bonus Issues*

If and whenever the Company shall make an issue of Shares credited as fully paid to the holders of Shares generally by way of capitalisation of profits or reserves (other than pursuant to a scrip dividend or similar scheme for the time being operated by the Company or otherwise in lieu of a cash dividend and without any payment or other consideration being made or given by such holders) (a "**Bonus Issue**") the Entitlement will be increased on the Business Day ("**Bonus Issue Adjustment Date**") on which trading in the Shares becomes ex-entitlement in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor} \times E$$

Where:

$$\text{Adjustment Factor} = 1 + N$$

E : Existing Entitlement immediately prior to the Bonus Issue

N : Number of additional Shares (whether a whole or a fraction) received by a holder of existing Shares for each Share held prior to the Bonus Issue

Provided that if the adjustment to be made would result in the Entitlement being changed by one per cent. or less, then no adjustment will be made to the Entitlement. In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Exercise Price shall take effect on the Bonus Issue Adjustment Date.

4.3 ***Share Splits or Consolidations***

If and whenever the Company shall subdivide its Shares or any class of its outstanding share capital comprised of the Shares into a greater number of shares (a "**Subdivision**") or consolidate the Shares or any class of its outstanding share capital comprised of the Shares into a smaller number of shares (a "**Consolidation**"), then:

(i) in the case of a Subdivision, the Entitlement in effect immediately prior thereto will be increased whereas the Exercise Price (which shall be rounded to the nearest 0.001) will be decreased in the same ratio as the Subdivision; and

(ii) in the case of a Consolidation, the Entitlement in effect immediately prior thereto will be decreased whereas the Exercise Price (which shall be rounded to the nearest 0.001) will be increased in the same ratio as the Consolidation,

in each case on the day on which the Subdivision or Consolidation (as the case may be) shall have taken effect.

4.4 ***Merger or Consolidation***

If it is announced that the Company is to or may merge or consolidate with or into any other corporation (including becoming, by agreement or otherwise, a subsidiary of any corporation or controlled by any person or corporation) (except where the Company is the surviving corporation in a merger) or that it is to or may sell or transfer all or substantially all of its assets, the rights attaching to the Warrants may in the absolute discretion of the Issuer be amended no later than the Business Day preceding the consummation of such merger, consolidation, sale or transfer (each a "**Restructuring Event**") (as determined by the Issuer in its absolute discretion).

The rights attaching to the Warrants after the adjustment shall, after such Restructuring Event, relate to the number of shares of the corporation(s) resulting from or surviving such Restructuring Event or other securities ("**Substituted Securities**") and/or cash offered in substitution for the affected Shares, as the case may be, to which the holder of such number of Shares to which the Warrants related immediately before such Restructuring Event would have been entitled upon such Restructuring Event. Thereafter the provisions hereof shall apply to such Substituted Securities, provided that any Substituted Securities may, in the absolute discretion of the Issuer, be deemed to be replaced by an amount in the relevant currency equal to the market value or, if no market value is available, fair value, of such Substituted Securities in each case as determined by the Issuer as soon as practicable after such Restructuring Event is effected.

For the avoidance of doubt, any remaining Shares shall not be affected by this Product Condition 4.4 and, where cash is offered in substitution for Shares or is deemed to replace Substituted Securities as described above, references in these Product Conditions to the Shares shall include any such cash.

4.5 ***Cash Distribution***

No adjustment will be made for an ordinary cash dividend (whether or not it is offered with a scrip alternative) ("**Ordinary Dividend**"). For any other forms of cash distribution ("**Cash Distribution**") announced by the Company, such as a cash bonus, special dividend or extraordinary dividend, no adjustment will be made unless the value of the Cash Distribution accounts for 2 per cent. or more of the Share's closing price on the day of announcement by the Company.

If and whenever the Company shall make a Cash Distribution credited as fully paid to the holders of Shares generally, the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Shares becomes ex-entitlement in respect of the relevant Cash Distribution ("**Cash Distribution Adjustment Date**") in accordance with the following formula:

Adjusted Entitlement = Adjustment Factor x E

Where

$$\text{Adjustment Factor} = \frac{S - OD}{S - OD - CD}$$

E : Existing Entitlement immediately prior to the Cash Distribution

S : The closing price of the Share on the Stock Exchange on the Business Day immediately preceding the Cash Distribution Adjustment Date

CD : The Cash Distribution per Share

OD : The Ordinary Dividend per Share, provided that the date on which the Shares are traded on an ex-Ordinary Dividend basis is the Cash Distribution Adjustment Date. For the avoidance of doubt, the OD shall be zero if the date on which the Shares are traded on an ex-Ordinary Dividend basis is not the Cash Distribution Adjustment Date

In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Exercise Price shall take effect on the Cash Distribution Adjustment Date.

5. Liquidation

In the event of a liquidation or dissolution of the Company or the appointment of a liquidator, receiver or administrator or analogous person under Hong Kong law in respect of the whole or substantially the whole of its undertaking, property or assets, all unexercised Warrants will lapse and shall cease to be valid for any purpose, in the case of voluntary liquidation, on the effective date of the relevant resolution and, in the case of an involuntary liquidation or dissolution, on the date of the relevant court order or, in the case of the appointment of a liquidator or receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of law.

6. Delisting

6.1 ***Adjustments following delisting***

If at any time the Shares cease to be listed on the Stock Exchange, the Issuer shall give effect to these Product Conditions in such manner and make such adjustments to the rights attaching to the Warrants as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Holders generally are not materially prejudiced as a consequence of such delisting (without considering the individual circumstances of any Holder or the tax or other consequences that may result in any particular jurisdiction).

6.2 ***Listing on another exchange***

Without prejudice to the generality of Product Condition 6.1, where the Shares are, or, upon the delisting, become, listed on any other stock exchange, these Product Conditions may, in the absolute discretion of the Issuer, be amended to the extent necessary to allow for the substitution of that other stock exchange in place of the Stock Exchange and the Issuer may, without the consent of the Holders, make such adjustments to the entitlements of Holders on exercise (including, if appropriate, by converting foreign currency amounts at prevailing market rates into the relevant currency) as may be appropriate in the circumstances.

7. Illegality or Impracticability

The Issuer is entitled to terminate the Warrants if it determines in good faith and in a commercially reasonable manner that, for reasons beyond its control, it has become or it will become illegal or impracticable:

(a) for it to perform its obligations under the Warrants, or for the Guarantor to perform its obligations under the Guarantee, in whole or in part as a result of:

  (i) the adoption of, or any change in, any relevant law or regulation (including any tax law); or

  (ii) the promulgation of, or any change in, the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation (including any tax law),

  (each of (i) and (ii), a "**Change in Law Event**"); or

(b) for it or any of its affiliates to maintain the Issuer's hedging arrangements with respect to the Warrants due to a Change in Law Event.

Upon the occurrence of a Change in Law Event, the Issuer will, if and to the extent permitted by the applicable law or regulation, pay to each Holder a cash amount that the Issuer determines in good faith and in a commercially reasonable manner to be the fair market value in respect of each Warrant held by such Holder immediately prior to such termination (ignoring such illegality or impracticability) less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion. Payment will be made to each Holder in such manner as shall be notified to the Holder in accordance with General Condition 7.

Sponsor

BNP Paribas Securities (Asia) Limited
59th-63rd Floors
Two International Finance Centre
8 Finance Street
Central, Hong Kong

PART B — PRODUCT CONDITIONS OF CASH SETTLED WARRANTS OVER SINGLE UNIT TRUST

The relevant Product Conditions will, together with the General Conditions and the supplemental provisions contained in the relevant Supplemental Listing Document and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Supplemental Listing Document in relation to the issue of any series of Warrants may specify additional terms and conditions which shall, to the extent so specified or to the extent inconsistent with the applicable Product Conditions, replace or modify the applicable Product Conditions for the purpose of such series of Warrants. Capitalised terms used in the applicable Product Conditions and not otherwise defined therein shall have the meaning given to them in the relevant Supplemental Listing Document.

1. Definitions

For the purposes of these Product Conditions:

"**Average Price**" means the arithmetic mean of the closing price of one Unit, as derived from the Daily Quotation Sheet of the Stock Exchange, subject to any adjustments to such closing prices as may be necessary to reflect any capitalisation, rights issue, distribution or the like in respect of each Valuation Date;

"**Business Day**" means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business in Hong Kong;

"**Cash Settlement Amount**" means, in respect of every Board Lot, an amount in the Settlement Currency calculated by the Issuer as follows:

(a) in the case of a series of call Warrants:

$$\frac{\text{Entitlement x (Average Price – Exercise Price) x one Board Lot}}{\text{Number of Warrant(s) per Entitlement}}$$

(b) in the case of a series of put Warrants:

$$\frac{\text{Entitlement x (Exercise Price – Average Price) x one Board Lot}}{\text{Number of Warrant(s) per Entitlement}}$$

"**CCASS Settlement Day**" has the meaning ascribed to the term "Settlement Day" in the CCASS Rules, subject to such modification and amendment prescribed by HKSCC from time to time;

"**Designated Bank Account**" means the relevant bank account designated by each Holder;

"**Entitlement**" means the number specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Exercise Expenses**" means any charges or expenses including any taxes or duties which are incurred in respect of the exercise of the Warrants;

"**Exercise Price**" means the price specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**General Conditions**" means the general terms and conditions set out in Appendix 1 of the Base Listing Document;

"**Listing Date**" means the date specified as such in the relevant Supplemental Listing Document;

"**Market Disruption Event**" means:

(a) the occurrence or existence on any Valuation Date during the one-half hour period that ends at the close of trading of any suspension of or limitation imposed on trading (by reason of movements in price exceeding limits permitted by the Stock Exchange or otherwise) on the Stock Exchange in (i) the Units; or (ii) any options or futures contracts relating to the Units if, in any such case, such suspension or limitation is, in the determination of the Issuer, material;

(b) the issuance of the tropical cyclone warning signal number 8 or above or the issuance of a "BLACK" rainstorm signal on any day which either (i) results in the Stock Exchange being closed for trading for the entire day; or (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session), PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of the tropical cyclone warning signal number 8 or above or the "BLACK" rainstorm signal having been issued; or

(c) a limitation or closure of the Stock Exchange due to any unforeseen circumstances;

"**Number of Warrant(s) per Entitlement**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Product Conditions**" means these product terms and conditions;

"**Settlement Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Settlement Date**" means the third CCASS Settlement Day after the later of (i) the Expiry Date and (ii) the day on which the Average Price is determined in accordance with the Conditions;

"**Settlement Disruption Event**" means an event beyond the control of the Issuer as a result of which the Issuer is unable to procure payment of the Cash Settlement Amount electronically through CCASS to the Designated Bank Account;

"**Trust**" means the trust specified as such in the relevant Supplemental Listing Document;

"**Unit**" means the unit specified as such in the relevant Supplemental Listing Document and "**Units**" shall be construed accordingly; and

"**Valuation Date**" means each of the five Business Days immediately preceding the Expiry Date, provided that if the Issuer determines, in its sole discretion, that a Market Disruption Event has occurred on any Valuation Date, then that Valuation Date shall be postponed until the first succeeding Business Day on which there is no Market Disruption Event irrespective of whether that postponed Valuation Date would fall on a Business Day that is already or is deemed to be a Valuation Date. For the avoidance of doubt, in the event that a Market Disruption Event has occurred and a Valuation Date is postponed as aforesaid, the closing price of the Units on the first succeeding Business Day will be used more than once in determining the Average Price, so that in no event shall there be less than five closing prices used to determine the Average Price.

If the postponement of the Valuation Date as aforesaid would result in the Valuation Date falling on or after the Expiry Date, then:

(a) the Business Day immediately preceding the Expiry Date (the "**Last Valuation Date**") shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event; and

(b) the Issuer shall determine the closing price of the Units on the basis of its good faith estimate of the price that would have prevailed on the Last Valuation Date but for the Market Disruption Event.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Supplemental Listing Document or the Global Certificate.

2. Warrant Rights and Exercise Expenses

2.1 *Warrant Rights*

Every Board Lot gives each Holder, upon due exercise and compliance with Product Condition 3, the right to receive payment of the Cash Settlement Amount, if any.

2.2 *Exercise Expenses*

On exercise of the Warrants, Holders will be obliged to give an irrevocable authorisation to the Issuer to deduct all Exercise Expenses in accordance with Product Condition 3.

3. Exercise of Warrants

(a) Exercise of Warrants in Board Lots

Warrants may only be exercised in Board Lots or integral multiples thereof.

(b) Automatic Exercise

The Warrants are exercisable only on the Expiry Date. Any Warrant will automatically be exercised if the Cash Settlement Amount on the Expiry Date is greater than zero (without notice being given to the Holders). The Holders will not be required to deliver any exercise notice and the Issuer or its agent will pay to the Holders the Cash Settlement Amount (net of any Exercise Expenses)(if any) in accordance with Product Condition 3(d).

Any Warrant which has not been automatically exercised in accordance with this Product Condition 3(b) shall expire immediately without value thereafter and all rights of the Holder and obligations of the Issuer with respect to such Warrant shall cease.

(c) Cancellation

The Issuer will, with effect from the first Business Day following the Expiry Date, remove from the Register the name of the person in respect of the Warrants which:

(i) are the subject of an exercise pursuant to automatic exercise in accordance with these Product Conditions; or

(ii) have expired worthless,

and thereby cancel the relevant Warrants.

(d) Cash Settlement

Subject to automatic exercise of Warrants in accordance with these Product Conditions, the Issuer will make a payment, in respect of every Board Lot, to the relevant Holder equal to the Cash Settlement Amount (net of any Exercise Expenses). If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount (net of any Exercise Expenses) will be despatched no later than the Settlement Date by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account.

If, as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

4. Adjustments

4.1 *Rights Issues*

If and whenever the Trust shall, by way of Rights (as defined below), offer new Units for subscription at a fixed subscription price to the holders of existing Units pro rata to existing holdings (a "**Rights Offer**"), the Entitlement will be adjusted to take effect on the Business Day ("**Rights Issue Adjustment Date**") on which trading in the Units becomes ex-entitlement in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor} \times E$$

Where:

$$\text{Adjustment Factor} = \frac{1 + M}{1 + (R/S) \times M}$$

E : Existing Entitlement immediately prior to the Rights Offer

S : Cum-Rights Unit price determined by the closing price on the Stock Exchange on the last Business Day on which Units are traded on a cum-Rights basis

R : Subscription price per Unit as specified in the Rights Offer plus an amount equal to any distribution or other benefits foregone to exercise the Rights

M : Number of new Unit(s) (whether a whole or a fraction) per existing Unit each holder thereof is entitled to subscribe

Provided that if the adjustment to be made would result in the Entitlement being changed by one per cent. or less, then no adjustment will be made to the Entitlement. In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Exercise Price shall take effect on the Rights Issue Adjustment Date.

For the purposes of these Product Conditions:

"**Rights**" means the right(s) attached to each existing Unit or needed to acquire one new Unit (as the case may be) which are given to the holders of existing Units to subscribe at a fixed subscription price for new Units pursuant to the Rights Offer (whether by the exercise of one Right, a part of a Right or an aggregate number of Rights).

4.2 *Bonus Issues*

If and whenever the Trust shall make an issue of Units credited as fully paid to the holders of Units generally (other than pursuant to a scrip distribution or similar scheme for the time being operated by the Trust or otherwise in lieu of a cash distribution and without any payment or other consideration being made or given by such holders) (a "**Bonus Issue**") the Entitlement will be increased on the Business Day ("**Bonus Issue Adjustment Date**") on which trading in the Units becomes ex-entitlement in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor} \times E$$

Where:

$$\text{Adjustment Factor} = 1 + N$$

E : Existing Entitlement immediately prior to the Bonus Issue

N : Number of additional Units (whether a whole or a fraction) received by a holder of existing Units for each Unit held prior to the Bonus Issue

Provided that if the adjustment to be made would result in the Entitlement being changed by one per cent. or less, then no adjustment will be made to the Entitlement. In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Exercise Price shall take effect on the Bonus Issue Adjustment Date.

4.3 ***Subdivisions or Consolidations***

If and whenever the Trust shall subdivide its Units or any class of its outstanding Unit into a greater number of units (a "**Subdivision**") or consolidate the Units or any class of its outstanding unit capital comprised of the Units into a smaller number of units (a "**Consolidation**"), then:

(i) in the case of a Subdivision, the Entitlement in effect immediately prior thereto will be increased whereas the Exercise Price (which shall be rounded to the nearest 0.001) will be decreased in the same ratio as the Subdivision; and

(ii) in the case of a Consolidation, the Entitlement in effect immediately prior thereto will be decreased whereas the Exercise Price (which shall be rounded to the nearest 0.001) will be increased in the same ratio as the Consolidation,

in each case on the day on which the Subdivision or Consolidation (as the case may be) shall have taken effect.

4.4 ***Merger or Consolidation***

If it is announced that the Trust is to or may merge with or into any other trust or consolidate with or into any other trust or corporation (including becoming, by agreement or otherwise, controlled by any person or corporation) (except where the Trust is the surviving entity in a merger) or that it is to or may sell or transfer all or substantially all of its assets, the rights attaching to the Warrants may in the absolute discretion of the Issuer be amended no later than the Business Day preceding the consummation of such merger, consolidation, sale or transfer (each a "**Restructuring Event**") (as determined by the Issuer in its absolute discretion).

The rights attaching to the Warrants after the adjustment shall, after such Restructuring Event, relate to the number of units of the trust(s) resulting from or surviving such Restructuring Event or other securities ("**Substituted Securities**") and/or cash offered in substitution for the affected Units, as the case may be, to which the holder of such number of Units to which the Warrants related immediately before such Restructuring Event would have been entitled upon such Restructuring Event. Thereafter the provisions hereof shall apply to such Substituted Securities, provided that any Substituted Securities may, in the absolute discretion of the Issuer, be deemed to be replaced by an amount in the relevant currency equal to the market value or, if no market value is available, fair value, of such Substituted Securities in each case as determined by the Issuer as soon as practicable after such Restructuring Event is effected.

For the avoidance of doubt, any remaining Units shall not be affected by this Product Condition 4.4 and, where cash is offered in substitution for Units or is deemed to replace Substituted Securities as described above, references in these Product Conditions to the Units shall include any such cash.

4.5 ***Cash Distribution***

No adjustment will be made for an ordinary cash distribution (whether or not it is offered with a scrip alternative) ("**Ordinary Distribution**"). For any other forms of cash distribution ("**Cash Distribution**") announced by the Trust, such as a cash bonus, special distribution or extraordinary distribution, no adjustment will be made unless the value of the Cash Distribution accounts for 2 per cent. or more of the Unit's closing price on the day of announcement by the Trust.

If and whenever the Trust shall make a Cash Distribution credited as fully paid to the holders of Units generally, the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Units becomes ex-entitlement in respect of the relevant Cash Distribution ("**Cash Distribution Adjustment Date**") in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor} \times E$$

Where:

$$\text{Adjustment Factor} = \frac{S - OD}{S - OD - CD}$$

E : Existing Entitlement immediately prior to the Cash Distribution

S : The closing price of the Unit on the Stock Exchange on the Business Day immediately preceding the Cash Distribution Adjustment Date

CD : The Cash Distribution per Unit

OD : The Ordinary Distribution per Unit, provided that the date on which the Units are traded on an ex-Ordinary Distribution basis is the Cash Distribution Adjustment Date. For the avoidance of doubt, the OD shall be zero if the date on which the Units are traded on an ex-Ordinary Distribution basis is not the Cash Distribution Adjustment Date

In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Exercise Price shall take effect on the Cash Distribution Adjustment Date.

5. Termination or Liquidation

In the event of a Termination or the liquidation or dissolution of the trustee of the Trust (including any successor trustee appointed from time to time) ("**Trustee**") (in its capacity as trustee of the Trust) or the appointment of a liquidator, receiver or administrator or analogous person under Hong Kong law in respect of the whole or substantially the whole of the Trustee's undertaking, property or assets, all unexercised Warrants will lapse and shall cease to be valid for any purpose. In the case of a Termination, the unexercised Warrants will lapse and shall cease to be valid on the effective date of the Termination, in the case of a voluntary liquidation, on the effective date of the relevant resolution and, in the case of an involuntary liquidation or dissolution, on the date of the relevant court order or, in the case of the appointment of a liquidator or receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of law.

For the purpose of this Product Condition 5, "**Termination**" means (i) the Trust is terminated, or the Trustee or the manager of the Trust (including any successor manager appointed from time to time) ("**Manager**") is required to terminate the Trust under the trust deed ("**Trust Deed**") constituting the Trust or applicable law, or the termination of the Trust commences; (ii) the Trust is held or is conceded by the Trustee or the Manager not to have been constituted or to have been imperfectly constituted; (iii) the Trustee ceases to be authorised under the Trust to hold the property of the Trust in its name and perform its obligations under the Trust Deed; or (iv) the Trust ceases to be authorised as an authorised collective investment scheme under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

6. Delisting

6.1 *Adjustments following delisting*

If at any time the Units cease to be listed on the Stock Exchange, the Issuer shall give effect to these Product Conditions in such manner and make such adjustments to the rights attaching to the Warrants as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Holders generally are not materially prejudiced as a consequence of such delisting (without considering the individual circumstances of any Holder or the tax or other consequences that may result in any particular jurisdiction).

6.2 *Listing on another exchange*

Without prejudice to the generality of Product Condition 6.1, where the Units are, or, upon the delisting, become, listed on any other stock exchange, these Product Conditions may, in the absolute discretion of the Issuer, be amended to the extent necessary to allow for the substitution of that other stock exchange in place of the Stock Exchange and the Issuer may, without the consent of the Holders, make such adjustments to the entitlements of Holders on exercise (including, if appropriate, by converting foreign currency amounts at prevailing market rates into the relevant currency) as may be appropriate in the circumstances.

7. Illegality or Impracticability

The Issuer is entitled to terminate the Warrants if it determines in good faith and in a commercially reasonable manner that, for reasons beyond its control, it has become or it will become illegal or impracticable:

(a) for it to perform its obligations under the Warrants, or for the Guarantor to perform its obligations under the Guarantee, in whole or in part as a result of:

   (i) the adoption of, or any change in, any relevant law or regulation (including any tax law); or

   (ii) the promulgation of, or any change in, the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation (including any tax law),

   (each of (i) and (ii), a "**Change in Law Event**"); or

(b) for it or any of its affiliates to maintain the Issuer's hedging arrangements with respect to the Warrants due to a Change in Law Event.

Upon the occurrence of a Change in Law Event, the Issuer will, if and to the extent permitted by the applicable law or regulation, pay to each Holder a cash amount that the Issuer determines in good faith and in a commercially reasonable manner to be the fair market value in respect of each Warrant held by such Holder immediately prior to such termination (ignoring such illegality or impracticability) less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion. Payment will be made to each Holder in such manner as shall be notified to the Holder in accordance with General Condition 7.

Sponsor

BNP Paribas Securities (Asia) Limited
59th-63rd Floors
Two International Finance Centre
8 Finance Street
Central, Hong Kong

PART C - PRODUCT CONDITIONS OF CASH SETTLED INDEX WARRANTS

The relevant Product Conditions will, together with the General Conditions and the supplemental provisions contained in the relevant Supplemental Listing Document and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Supplemental Listing Document in relation to the issue of any series of Warrants may specify additional terms and conditions which shall, to the extent so specified or to the extent inconsistent with the applicable Product Conditions, replace or modify the applicable Product Conditions for the purpose of such series of Warrants. Capitalised terms used in the applicable Product Conditions and not otherwise defined therein shall have the meaning given to them in the relevant Supplemental Listing Document.

1. Definitions

For the purposes of these Product Conditions:

"**Business Day**" means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business in Hong Kong;

"**Cash Settlement Amount**" means, for every Board Lot, an amount calculated by the Issuer as follows (and, if appropriate, either (i) converted (if applicable) into the Settlement Currency at the Exchange Rate or, as the case may be, (ii) converted into the Interim Currency at the First Exchange Rate and then (if applicable) converted into Settlement Currency at the Second Exchange Rate):

(a) in the case of a series of call Warrants:

$$\frac{\text{(Closing Level – Strike Level) x one Board Lot x Index Currency Amount}}{\text{Divisor}}$$

(b) in the case of a series of put Warrants:

$$\frac{\text{(Strike Level – Closing Level) x one Board Lot x Index Currency Amount}}{\text{Divisor}}$$

"**CCASS Settlement Day**" has the meaning ascribed to the term "Settlement Day" in the CCASS Rules, subject to such modification and amendment prescribed by HKSCC from time to time;

"**Closing Level**" has the meaning given to it in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Designated Bank Account**" means the relevant bank account designated by each Holder;

"**Divisor**" means the number specified as such in the relevant Supplemental Listing Document;

"**Exchange Rate**" means the rate specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Exercise Expenses**" means any charges or expenses including any taxes or duties which are incurred in respect of the exercise of the Warrants;

"**First Exchange Rate**" means the rate specified as such in the relevant Supplemental Listing Document;

"**General Conditions**" means the general terms and conditions set out in Appendix 1 of the Base Listing Document;

"**Index**" means the index specified in the relevant Supplemental Listing Document;

"**Index Compiler**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Index Currency Amount**" means the number specified as such in the relevant Supplemental Listing Document;

"**Index Exchange**" means the Stock Exchange or any other exchange as specified in the relevant Supplemental Listing Document;

"**Interim Currency**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Listing Date**" means the date specified as such in the relevant Supplemental Listing Document;

"**Market Disruption Event**" means:

(a) the occurrence or existence, on the Valuation Date during the one-half hour period that ends at the close of trading on the Index Exchange, of any of:

 (i) the suspension or material limitation of the trading of a material number of constituent securities that comprise the Index; or

 (ii) the suspension or material limitation of the trading of options or futures contracts relating to the Index on any exchanges on which such contracts are traded; or

 (iii) the imposition of any exchange controls in respect of any currencies involved in determining the Cash Settlement Amount.

 For the purposes of this paragraph (a), (X) the limitation of the number of hours or days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of any relevant exchange, and (Y) a limitation on trading imposed by reason of the movements in price exceeding the levels permitted by any relevant exchange will constitute a Market Disruption Event;

(b) where the Index Exchange is the Stock Exchange, the issuance of the tropical cyclone warning signal number 8 or above or the issuance of a "BLACK" rainstorm signal on any day which either (i) results in the Stock Exchange being closed for trading for the entire day; or (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session), PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of the tropical cyclone warning signal number 8 or above or the "BLACK" rainstorm signal having been issued;

(c) a limitation or closure of the Index Exchange due to any unforeseen circumstances; or

(d) any circumstances beyond the control of the Issuer in which the Closing Level or, if applicable, the Exchange Rate, the First Exchange Rate or the Second Exchange Rate (as the case may be) cannot be determined by the Issuer in the manner set out in these Product Conditions or in such other manner as the Issuer considers appropriate at such time after taking into account all the relevant circumstances;

"**Product Conditions**" means these product terms and conditions;

"**Second Exchange Rate**" means the rate specified as such in the relevant Supplemental Listing Document;

"**Settlement Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Settlement Date**" means the third CCASS Settlement Day after the later of: (i) the Expiry Date; and (ii) the day on which the Closing Level is determined in accordance with the Conditions;

"**Settlement Disruption Event**" means an event beyond the control of the Issuer as a result of which the Issuer is unable to procure payment of the Cash Settlement Amount electronically through CCASS to the Designated Bank Account;

"**Strike Level**" means the level specified as such in the relevant Supplemental Listing Document; and

"**Valuation Date**" means the date specified in the Supplemental Listing Document, provided that if the Issuer determines, in its sole discretion, that a Market Disruption Event has occurred on the Valuation Date, then the Issuer shall determine the Closing Level on the basis of its good faith estimate of the Closing Level that would have prevailed on that day but for the occurrence of the Market Disruption Event, provided that the Issuer, if applicable, may, but shall not be obliged to, determine such Closing Level by having regard to the manner in which futures contracts relating to the Index are calculated.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Supplemental Listing Document or the Global Certificate.

2. Warrant Rights and Exercise Expenses

2.1 *Warrant Rights*

Every Board Lot gives each Holder, upon due exercise and compliance with Product Condition 3, the right to receive payment of the Cash Settlement Amount, if any.

2.2 *Exercise Expenses*

On exercise of the Warrants, Holders will be obliged to give an irrevocable authorisation to the Issuer to deduct all Exercise Expenses in accordance with Product Condition 3.

3. Exercise of Warrants

(a) Exercise of Warrants in Board Lots

Warrants may only be exercised in Board Lots or integral multiples thereof.

(b) Automatic Exercise

The Warrants are exercisable only on the Expiry Date. Any Warrant will automatically be exercised if the Cash Settlement Amount on the Expiry Date is greater than zero (without notice being given to the Holders). The Holders will not be required to deliver any exercise notice and the Issuer or its agent will pay to the Holders the Cash Settlement Amount (net of any Exercise Expenses)(if any) in accordance with Product Condition 3(d).

Any Warrant which has not been automatically exercised in accordance with this Product Condition 3(b) shall expire immediately without value thereafter and all rights of the Holder and obligations of the Issuer with respect to such Warrant shall cease.

(c) Cancellation

The Issuer will, with effect from the first Business Day following the Expiry Date, remove from the Register the name of the person in respect of the Warrants which:

(i) are the subject of an exercise pursuant to automatic exercise in accordance with these Product Conditions; or

(ii) have expired worthless,

and thereby cancel the relevant Warrants.

(d) Cash Settlement

Subject to automatic exercise of Warrants in accordance with these Product Conditions, the Issuer will make a payment, in respect of every Board Lot, to the relevant Holder equal to the Cash Settlement Amount (net of any Exercise Expenses). If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount (net of any Exercise Expenses) will be despatched no later than the Settlement Date by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account.

If as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

4. Adjustments to the Index

4.1 *Successor Index Compiler Calculates and Reports Index*

If the Index is:

(a) not calculated and announced by the Index Compiler but is calculated and published by a successor to the Index Compiler (the "**Successor Index Compiler**") acceptable to the Issuer; or

(b) replaced by a successor index using, in the determination of the Issuer, the same or a substantially similar formula for and method of calculation as used in the calculation of the Index,

then the Index will be deemed to be the index so calculated and announced by the Successor Index Compiler or that successor index, as the case may be.

4.2 *Modification and Cessation of Calculation of Index*

If:

(a) on or prior to the Valuation Date the Index Compiler or (if applicable) the Successor Index Compiler makes a material change in the formula for or the method of calculating the Index or in any other way materially modifies the Index (other than a modification prescribed in that formula or method to maintain the Index in the event of changes in constituent securities, contracts, commodities or currencies and other routine events); or

(b) on the Valuation Date the Index Compiler or (if applicable) the Successor Index Compiler fails to calculate and publish the Index (other than as a result of a Market Disruption Event),

then the Issuer shall determine the Closing Level using, in lieu of a published level for the Index, the level for the Index as at the Valuation Date as determined by the Issuer in accordance with the formula for and method of calculating the Index last in effect prior to that change or failure, but using only those securities, contracts, commodities or currencies that comprised the Index immediately prior to that change or failure (other than those securities, contracts, commodities or currencies that have since ceased to be listed on the relevant exchange).

5. Illegality and Impracticability

The Issuer is entitled to terminate the Warrants if it determines in good faith and in a commercially reasonable manner that, for reasons beyond its control, it has become or it will become illegal or impracticable:

(a) for it to perform its obligations under the Warrants, or for the Guarantor to perform its obligations under the Guarantee, in whole or in part as a result of:

   (i) the adoption of, or any change in, any relevant law or regulation (including any tax law); or

   (ii) the promulgation of, or any change in, the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation (including any tax law), (each of (i) and (ii), a "**Change in Law Event**"); or

(b) for it or any of its affiliates to maintain the Issuer's hedging arrangements with respect to the Warrants due to a Change in Law Event.

Upon the occurrence of a Change in Law Event, the Issuer will, if and to the extent permitted by the applicable law or regulation, pay to each Holder a cash amount that the Issuer determines in good faith and in a commercially reasonable manner to be the fair market value in respect of each Warrant held by such Holder immediately prior to such termination (ignoring such illegality or impracticability) less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion. Payment will be made to each Holder in such manner as shall be notified to the Holder in accordance with General Condition 7.

Sponsor

BNP Paribas Securities (Asia) Limited
59th-63rd Floors
Two International Finance Centre
8 Finance Street
Central, Hong Kong

PART D — PRODUCT CONDITIONS OF CASH SETTLED COMMODITY WARRANTS

The relevant Product Conditions will, together with the General Conditions and the supplemental provisions contained in the relevant Supplemental Listing Document and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Supplemental Listing Document in relation to the issue of any series of Warrants may specify additional terms and conditions which shall, to the extent so specified or to the extent inconsistent with the applicable Product Conditions, replace or modify the applicable Product Conditions for the purpose of such series of Warrants. Capitalised terms used in the applicable Product Conditions and not otherwise defined therein shall have the meaning given to them in the relevant Supplemental Listing Document.

1. Definitions

For the purposes of these Product Conditions:

"**Business Day**" means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business in Hong Kong;

"**Cash Settlement Amount**" means, for every Board Lot, an amount calculated by the Issuer as follows (and, if appropriate, converted into the Settlement Currency at the Exchange Rate):

(a) in the case of a series of call Warrants:

$$\frac{\text{Entitlement x (Closing Price – Strike Price) x one Board Lot}}{\text{Number of Warrant(s) per Entitlement}}$$

(b) in the case of a series of put Warrants:

$$\frac{\text{Entitlement x (Strike Price – Closing Price) x one Board Lot}}{\text{Number of Warrant(s) per Entitlement}}$$

"**CCASS Settlement Day**" has the meaning ascribed to the term "Settlement Day" in the CCASS Rules, subject to such modification and amendment prescribed by HKSCC from time to time;

"**Closing Price**" has the meaning given to it in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Commodity**" means the commodity specified as such in the relevant Supplemental Listing Document;

"**Commodity Business Day**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Designated Bank Account**" means the relevant bank account designated by each Holder;

"**Exchange Rate**" means the rate specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Exercise Expenses**" means any charges or expenses including any taxes or duties which are incurred in respect of the exercise of the Warrants;

"**General Conditions**" means the general terms and conditions set out in Appendix 1 of the Base Listing Document;

"**Listing Date**" means the date specified as such in the relevant Supplemental Listing Document;

"**Market Disruption Event**" means:

(a) the occurrence or existence, on a Valuation Day of any suspension of or material limitation imposed on, trading in the Commodity or any warrants, options contracts or futures contracts relating to the Commodity on any Related Exchange;

(b) a limitation or closure of any Related Exchange or the Stock Exchange due to any unforeseen circumstances;

(c) the disappearance of, or disappearance of trading in, the Commodity;

(d) a Price Source Disruption Event; or

(e) any circumstances beyond the control of the Issuer in which the Closing Price or the Exchange Rate cannot be determined by the Issuer in the manner set out in these Product Conditions or in such other manner as the Issuer considers appropriate at such time after taking into account all the relevant circumstances;

"**Price Source**" means the publication (or such other origin of price source reference) (if any) specified as such in the relevant Supplemental Listing Document;

"**Price Source Disruption Event**" means:

(a) the failure of the Price Source to announce or publish any relevant level, value or price in relation to the Commodity (or the information necessary for determining the Closing Price); or

(b) the temporary or permanent discontinuance or unavailability of the Price Source;

"**Product Conditions**" means these product terms and conditions;

"**Relevant Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Related Exchange**" means any exchange or quotation system in a major international market (including but not limited to New York, Chicago, London, Australia and Frankfurt) on which options contracts or futures contracts or other derivatives contracts relating to the Commodity is traded, as determined by the Issuer;

"**Settlement Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Settlement Date**" means the third CCASS Settlement Day after the Valuation Date;

"**Settlement Disruption Event**" means an event beyond the control of the Issuer as a result of which the Issuer is unable to procure payment of the Cash Settlement Amount electronically through CCASS to the Designated Bank Account;

"**Strike Price**" means the price specified as such in the relevant Supplemental Listing Document;

"**Unit**" means the unit specified as such in the relevant Supplemental Listing Document; and

"**Valuation Date**" means the date specified as such in the relevant Supplemental Listing Document, provided that if the Issuer determines, in its sole discretion, that on the Valuation Date a Market Disruption Event has occurred, then the Issuer will determine the Closing Price on the basis of its good faith estimate of the Closing Price that would have prevailed on that day but for the occurrence of the Market Disruption Event.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Supplemental Listing Document or the Global Certificate.

2. Warrant Rights and Exercise Expenses

2.1 *Warrant Rights*

Every Board Lot gives each Holder, upon due exercise and compliance with Product Condition 3, the right to receive payment of the Cash Settlement Amount, if any.

2.2 *Exercise Expenses*

On exercise of the Warrants, Holders will be obliged to give an irrevocable authorisation to the Issuer to deduct all Exercise Expenses in accordance with Product Condition 3.

3. Exercise of Warrants

(a) Exercise of Warrants in Board Lots

Warrants may only be exercised in Board Lots or integral multiples thereof.

(b) Automatic Exercise

The Warrants are exercisable only on the Expiry Date. Any Warrant will automatically be exercised if the Cash Settlement Amount on the Expiry Date is greater than zero (without notice being given to the Holders). The Holders will not be required to deliver any exercise notice and the Issuer or its agent will pay to the Holders the Cash Settlement Amount (net of any Exercise Expenses)(if any) in accordance with Product Condition 3(d).

Any Warrant which has not been automatically exercised in accordance with this Product Condition 3(b) shall expire immediately without value thereafter and all rights of the Holder and obligations of the Issuer with respect to such Warrant shall cease.

(c) Cancellation

The Issuer will, with effect from the first Business Day following the Expiry Date, remove from the Register the name of the person in respect of the Warrants which:

(i) are the subject of an exercise pursuant to automatic exercise in accordance with these Product Conditions; or

(ii) have expired worthless,

and thereby cancel the relevant Warrants.

(d) Cash Settlement

Subject to automatic exercise of Warrants in accordance with these Product Conditions, the Issuer will make a payment, in respect of every Board Lot, to the relevant Holder equal to the Cash Settlement Amount (net of any Exercise Expenses). If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount (net of any Exercise Expenses) will be despatched no later than the Settlement Date by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account. If as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

4. Adjustments

4.1 *Market Disruption Events*

Without limiting Product Condition 3(d), if a Market Disruption Event occurs, the Issuer has the right to adjust the Price Source, the Closing Price, the Exchange Rate and/or any other relevant variables accordingly. The Issuer shall as soon as reasonably practicable under such circumstances notify the Holders in accordance with General Condition 7 if it determines that a Market Disruption Event has occurred.

4.2 *Foreign Currency Controls*

If exchange control or other laws, regulations, directives or guidelines are imposed by any central banking authority or other governmental or regulatory body which:

(a) requires the Issuer to obtain permission from such authority or body to purchase the Settlement Currency;

(b) otherwise restricts the Issuer's ability to obtain the Settlement Currency; or

(c) otherwise adversely regulates the purchase or holding of the Settlement Currency such that additional costs are imposed in obtaining the Settlement Currency which would not be imposed in the absence of such laws, regulations, directives or guidelines, or if the cost of obtaining the Settlement Currency at the Exchange Rate is determined by the Issuer to be excessive because of a disruption in the foreign exchange market relating to the Settlement Currency,

then, upon notice from the Issuer to Holders in accordance with General Condition 7 to such effect, Holders who have exercised their Warrants in accordance with Product Condition 3 shall receive, at the option of the Issuer, in lieu of the Settlement Currency, an amount equal to the Cash Settlement Amount in any other currency as determined by the Issuer.

5. Illegality or Impracticability

The Issuer is entitled to terminate the Warrants if it determines in good faith and in a commercially reasonable manner that, for reasons beyond its control, it has become or it will become illegal or impracticable:

(a) for it to perform its obligations under the Warrants, or for the Guarantor to perform its obligations under the Guarantee, in whole or in part as a result of:

    (i) the adoption of, or any change in, any relevant law or regulation (including any tax law); or

    (ii) the promulgation of, or any change in, the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation (including any tax law),

    (each of (i) and (ii), a "**Change in Law Event**"); or

(b) for it or any of its affiliates to maintain the Issuer's hedging arrangements with respect to the Warrants due to a Change in Law Event.

Upon the occurrence of a Change in Law Event, the Issuer will, if and to the extent permitted by the applicable law or regulation, pay to each Holder a cash amount that the Issuer determines in good faith and in a commercially reasonable manner to be the fair market value in respect of each Warrant held by such Holder immediately prior to such termination (ignoring such illegality or impracticability) less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion. Payment will be made to each Holder in such manner as shall be notified to the Holder in accordance with General Condition 7.

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PART E — PRODUCT CONDITIONS OF CASH SETTLED COMMODITY FUTURES WARRANTS

The relevant Product Conditions will, together with the General Conditions and the supplemental provisions contained in the relevant Supplemental Listing Document and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Supplemental Listing Document in relation to the issue of any series of Warrants may specify additional terms and conditions which shall, to the extent so specified or to the extent inconsistent with the applicable Product Conditions, replace or modify the applicable Product Conditions for the purpose of such series of Warrants. Capitalised terms used in the applicable Product Conditions and not otherwise defined therein shall have the meaning given to them in the relevant Supplemental Listing Document.

1. Definitions

For the purposes of these Product Conditions:

"**Business Day**" means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business in Hong Kong;

"**Cash Settlement Amount**" means, for every Board Lot, an amount calculated by the Issuer as follows (and, if appropriate, converted into the Settlement Currency at the Exchange Rate):

(a) in the case of a series of call Warrants:

$$\frac{\text{Entitlement x (Closing Price – Strike Price) x one Board Lot}}{\text{Number of Warrant(s) per Entitlement}}$$

(b) in the case of a series of put Warrants:

$$\frac{\text{Entitlement x (Strike Price – Closing Price) x one Board Lot}}{\text{Number of Warrant(s) per Entitlement}}$$

"**CCASS Settlement Day**" has the meaning ascribed to the term "Settlement Day" in the CCASS Rules, subject to such modification and amendment prescribed by HKSCC from time to time;

"**Closing Price**" has the meaning given to it in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Commodity**" means the commodity specified as such in the relevant Supplemental Listing Document;

"**Commodity Futures**" means the commodity futures specified as such in the relevant Supplemental Listing Document;

"**Commodity Futures Trading Day**" means a day on which the Relevant Exchange is scheduled to open for trading;

"**Designated Bank Account**" means the relevant bank account designated by each Holder;

"**Exchange Rate**" means the rate specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Exercise Expenses**" means any charges or expenses including any taxes or duties which are incurred in respect of the exercise of the Warrants;

"**General Conditions**" means the general terms and conditions set out in Appendix 1 of the Base Listing Document;

"**Listing Date**" means the date specified as such in the relevant Supplemental Listing Document;

"**Market Disruption Event**" means:

(a) the occurrence or existence, on the Valuation Date of:

(i) any suspension of or limitation imposed on trading:

(A) on the Relevant Exchange in the Commodity Futures or securities generally; or

(B) on any Related Exchange in any options contracts or futures contracts relating to the Commodity or the Commodity Futures, if, in any such case, such suspension or limitation is, in the determination of the Issuer, material; or

(ii) of any event that disrupts or impairs (as determined by the Issuer) the ability of market participants in general to effect transactions in, or obtain market values for, the Commodity Futures, options contracts or futures contracts on or relating to the Commodity or Commodity Futures on any Related Exchange; or

(b) the failure of the Relevant Exchange to announce or publish any relevant level, value or price in relation to the Commodity Futures (or the information necessary for determining the Closing Price); or

(c) a limitation or closure of the Relevant Exchange, any Related Exchange or the Stock Exchange due to any other unforeseen circumstances; or

(d) the permanent discontinuation of trading in the Commodity Futures on the Relevant Exchange or the disappearance of, or disappearance of trading in, the Commodity Futures or the Commodity; or

(e) any circumstances beyond the control of the Issuer in which the Closing Price or the Exchange Rate cannot be determined by the Issuer in the manner set out in these Product Conditions or in such other manner as the Issuer considers appropriate at such time after taking into account all the relevant circumstances; or

(f) the occurrence of a material change in the content, composition or constitution of the Commodity Futures or the Commodity; or

(g) the occurrence of a material change in the formula for or the method of calculating the relevant level, value or price in relation to the Commodity Futures.

"**Product Conditions**" means these product terms and conditions;

"**Relevant Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Related Exchange**" means any exchange or quotation system in a major international market on which options contracts or futures contracts or other derivatives contracts relating to the Commodity Futures is traded, as determined by the Issuer;

"**Relevant Exchange**" means the exchange specified as such in the relevant Supplemental Listing Document;

"**Settlement Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Settlement Date**" means the third CCASS Settlement Day after the Valuation Date;

"**Settlement Disruption Event**" means an event beyond the control of the Issuer as a result of which the Issuer is unable to procure payment of the Cash Settlement Amount electronically through CCASS to the Designated Bank Account;

"**Strike Price**" means the price specified as such in the relevant Supplemental Listing Document;

"**Unit**" means the unit specified as such in the relevant Supplemental Listing Document; and

"**Valuation Date**" means the date specified as such in the relevant Supplemental Listing Document, provided that if the Issuer determines, in its sole discretion, that on the Valuation Date a Market Disruption Event has occurred, then the Issuer will determine the Closing Price on the basis of its good faith estimate of the Closing Price that would have prevailed on that day but for the occurrence of the Market Disruption Event.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Supplemental Listing Document or the Global Certificate.

2. Warrant Rights and Exercise Expenses

2.1 *Warrant Rights*

Every Board Lot gives each Holder, upon due exercise and compliance with Product Condition 3, the right to receive payment of the Cash Settlement Amount, if any.

2.2 *Exercise Expenses*

On exercise of the Warrants, Holders will be obliged to give an irrevocable authorisation to the Issuer to deduct all Exercise Expenses in accordance with Product Condition 3.

3. Exercise of Warrants

(a) Exercise of Warrants in Board Lots

Warrants may only be exercised in Board Lots or integral multiples thereof.

(b) Automatic Exercise

The Warrants are exercisable only on the Expiry Date. Any Warrant will automatically be exercised if the Cash Settlement Amount on the Expiry Date is greater than zero (without notice being given to the Holders). The Holders will not be required to deliver any exercise notice and the Issuer or its agent will pay to the Holders the Cash Settlement Amount (net of any Exercise Expenses)(if any) in accordance with Product Condition 3(d).

Any Warrant which has not been automatically exercised in accordance with this Product Condition 3(b) shall expire immediately without value thereafter and all rights of the Holder and obligations of the Issuer with respect to such Warrant shall cease.

(c) Cancellation

The Issuer will, with effect from the first Business Day following the Expiry Date, remove from the Register the name of the person in respect of the Warrants which:

(i) are the subject of an exercise pursuant to automatic exercise in accordance with these Product Conditions; or

(ii) have expired worthless,

and thereby cancel the relevant Warrants.

(d) Cash Settlement

Subject to automatic exercise of Warrants in accordance with these Product Conditions, the Issuer will make a payment, in respect of every Board Lot, to the relevant Holder equal to the Cash Settlement Amount (net of any Exercise Expenses). If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount (net of any Exercise Expenses) will be despatched no later than the Settlement Date by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account. If as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

4. Adjustments

4.1 *Market Disruption Events*

Without limiting Product Condition 3(d), if a Market Disruption Event occurs, the Issuer has the right to adjust the Closing Price, the Exchange Rate and/or any other relevant variables accordingly. The Issuer shall as soon as reasonably practicable under such circumstances notify the Holders in accordance with General Condition 7 if it determines that a Market Disruption Event has occurred.

4.2 *Foreign Currency Controls*

If exchange control or other laws, regulations, directives or guidelines are imposed by any central banking authority or other governmental or regulatory body which:

(a) requires the Issuer to obtain permission from such authority or body to purchase the Settlement Currency;

(b) otherwise restricts the Issuer's ability to obtain the Settlement Currency; or

(c) otherwise adversely regulates the purchase or holding of the Settlement Currency such that additional costs are imposed in obtaining the Settlement Currency which would not be imposed in the absence of such laws, regulations, directives or guidelines, or if the cost of obtaining the Settlement Currency at the Exchange Rate is determined by the Issuer to be excessive because of a disruption in the foreign exchange market relating to the Settlement Currency,

then, upon notice from the Issuer to Holders in accordance with General Condition 7 to such effect, Holders who have exercised their Warrants in accordance with Product Condition 3 shall receive, at the option of the Issuer, in lieu of the Settlement Currency, an amount equal to the Cash Settlement Amount in any other currency as determined by the Issuer.

5. Illegality or Impracticability

The Issuer is entitled to terminate the Warrants if it determines in good faith and in a commercially reasonable manner that, for reasons beyond its control, it has become or it will become illegal or impracticable:

(a) for it to perform its obligations under the Warrants, or for the Guarantor to perform its obligations under the Guarantee, in whole or in part as a result of:

  (i) the adoption of, or any change in, any relevant law or regulation (including any tax law); or

  (ii) the promulgation of, or any change in, the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation (including any tax law),

  (each of (i) and (ii), a "**Change in Law Event**"); or

(b) for it or any of its affiliates to maintain the Issuer's hedging arrangements with respect to the Warrants due to a Change in Law Event.

Upon the occurrence of a Change in Law Event, the Issuer will, if and to the extent permitted by the applicable law or regulation, pay to each Holder a cash amount that the Issuer determines in good faith and in a commercially reasonable manner to be the fair market value in respect of each Warrant held by such Holder immediately prior to such termination (ignoring such illegality or impracticability) less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion. Payment will be made to each Holder in such manner as shall be notified to the Holder in accordance with General Condition 7.

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PART F — PRODUCT CONDITIONS OF CASH SETTLED CURRENCY WARRANTS

The relevant Product Conditions will, together with the General Conditions and the supplemental provisions contained in the relevant Supplemental Listing Document and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Supplemental Listing Document in relation to the issue of any series of Warrants may specify additional terms and conditions which shall, to the extent so specified or to the extent inconsistent with the applicable Product Conditions, replace or modify the applicable Product Conditions for the purpose of such series of Warrants. Capitalised terms used in the applicable Product Conditions and not otherwise defined therein shall have the meaning given to them in the relevant Supplemental Listing Document.

1. Definitions

For the purposes of these Product Conditions:

"**Business Day**" means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business and for carrying on foreign exchange transactions in Hong Kong;

"**Cash Settlement Amount**" means, for every Board Lot, an amount calculated by the Issuer as follows (and if applicable, converted into the Settlement Currency at the Settlement Exchange Rate):

(a) in the case of a series of call Warrants:

(Spot Rate − Strike Rate) x Currency Amount

(b) in the case of a series of put Warrants:

(Strike Rate − Spot Rate) x Currency Amount

"**CCASS Settlement Day**" has the meaning ascribed to the term "Settlement Day" in the CCASS Rules, subject to such modification and amendment prescribed by HKSCC from time to time;

"**Currency Amount**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Currency Pair**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Designated Bank Account**" means the relevant bank account designated by each Holder;

"**Exercise Expenses**" means any charges or expenses including any taxes or duties which are incurred in respect of the exercise of the Warrants;

"**General Conditions**" means the general terms and conditions set out in Appendix 1 of the Base Listing Document;

"**Listing Date**" means the date specified as such in the relevant Supplemental Listing Document;

"**Market Disruption Event**" means:

(a) the occurrence, or existence, on the Valuation Date, of any circumstances beyond the control of the Issuer in which the Spot Rate or, if applicable, the Settlement Exchange Rate cannot be determined by the Issuer in the manner set out in these Product Conditions or in such other manner as the Issuer considers appropriate at such time after taking into account all the relevant circumstances; and/or

(b) the imposition of any exchange controls in respect of any currencies involved in determining the Cash Settlement Amount;

"**Product Conditions**" means these product terms and conditions;

"**Settlement Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Settlement Date**" means the third CCASS Settlement Day after the Valuation Date;

"**Settlement Disruption Event**" means an event beyond the control of the Issuer as a result of which the Issuer is unable to procure payment of the Cash Settlement Amount electronically through CCASS to the Designated Bank Account;

"**Spot Rate**" has the meaning given to it in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Settlement Exchange Rate**" means the rate specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Strike Rate**" means the rate specified as such in the relevant Supplemental Listing Document; and

"**Valuation Date**" means the date specified as such in the relevant Supplemental Listing Document, provided that if the Issuer determines, in its sole discretion, that on the Valuation Date a Market Disruption Event has occurred, then the Issuer will determine the Spot Rate or, if applicable, the Settlement Exchange Rate or any other variables on the basis of its good faith estimate of the Spot Rate or, if applicable, the Settlement Exchange Rate or any other variables that would have prevailed on that day but for the occurrence of the Market Disruption Event.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Supplemental Listing Document or the Global Certificate.

2. Warrant Rights and Exercise Expenses

2.1 *Warrant Rights*

Every Board Lot gives each Holder, upon due exercise and compliance with Product Condition 3, the right to receive payment of the Cash Settlement Amount, if any.

2.2 *Exercise Expenses*

On exercise of the Warrants, Holders will be obliged to give an irrevocable authorisation to the Issuer to deduct all Exercise Expenses in accordance with Product Condition 3.

3. Exercise of Warrants

(a) Exercise of Warrants in Board Lots

Warrants may only be exercised in Board Lots or integral multiples thereof.

(b) Automatic Exercise

The Warrants are exercisable only on the Expiry Date. Any Warrant will automatically be exercised if the Cash Settlement Amount on the Expiry Date is greater than zero (without notice being given to the Holders). The Holders will not be required to deliver any exercise notice and the Issuer or its agent will pay to the Holders the Cash Settlement Amount (net of any Exercise Expenses)(if any) in accordance with Product Condition 3(d).

Any Warrant which has not been automatically exercised in accordance with this Product Condition 3(b) shall expire immediately without value thereafter and all rights of the Holder and obligations of the Issuer with respect to such Warrant shall cease.

(c) *Cancellation*

The Issuer will, with effect from the first Business Day following the Expiry Date, remove from the Register the name of the person in respect of the Warrants which:

(i) are the subject of an exercise pursuant to automatic exercise in accordance with these Product Conditions; or

(ii) have expired worthless,

and thereby cancel the relevant Warrants.

(d) *Cash Settlement*

Subject to automatic exercise of Warrants in accordance with these Product Conditions, the Issuer will make a payment, in respect of every Board Lot, to the relevant Holder equal to the Cash Settlement Amount (net of any Exercise Expenses). If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount (net of any Exercise Expenses) will be despatched no later than the Settlement Date by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account.

If as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

4. Adjustments

4.1 ***Market Disruption Events***

Without limiting Product Condition 3(d), if a Market Disruption Event occurs, the Issuer has the right to adjust the Spot Rate or, if applicable, the Settlement Exchange Rate and/or any other relevant variables accordingly. The Issuer shall as soon as reasonably practicable under such circumstances notify the Holders in accordance with General Condition 7 if it determines that a Market Disruption Event has occurred.

4.2 ***Foreign Currency Controls***

If exchange control or other laws, regulations, directives or guidelines are imposed by any central banking authority or other governmental or regulatory body which:

(a) requires the Issuer to obtain permission from such authority or body to purchase the Settlement Currency;

(b) otherwise restricts the Issuer's ability to obtain the Settlement Currency; or

(c) otherwise adversely regulates the purchase or holding of the Settlement Currency such that additional costs are imposed in obtaining the Settlement Currency which would not be imposed in the absence of such laws, regulations, directives or guidelines, or if the cost of obtaining the Settlement Currency at the Settlement Exchange Rate is determined by the Issuer to be excessive because of a disruption in the foreign exchange market relating to the Settlement Currency,

then, upon notice from the Issuer to Holders in accordance with General Condition 7 to such effect, Holders who have exercised their Warrants in accordance with Product Condition 3 shall receive, at the option of the Issuer, in lieu of the Settlement Currency, an amount equal to the Cash Settlement Amount in any other currency as determined by the Issuer.

5. Illegality and Impracticability

The Issuer is entitled to terminate the Warrants if it determines in good faith and in a commercially reasonable manner that, for reasons beyond its control, it has become or it will become illegal or impracticable:

(a) for it to perform its obligations under the Warrants, or for the Guarantor to perform its obligations under the Guarantee, in whole or in part as a result of:

(i) the adoption of, or any change in, any relevant law or regulation (including any tax law); or

(ii) the promulgation of, or any change in, the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation (including any tax law),

(each of (i) and (ii), a "**Change in Law Event**"); or

(b) for it or any of its affiliates to maintain the Issuer's hedging arrangements with respect to the Warrants due to a Change in Law Event.

Upon the occurrence of a Change in Law Event, the Issuer will, if and to the extent permitted by the applicable law or regulation, pay to each Holder a cash amount that the Issuer determines in good faith and in a commercially reasonable manner to be the fair market value in respect of each Warrant held by such Holder immediately prior to such termination (ignoring such illegality or impracticability) less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion. Payment will be made to each Holder in such manner as shall be notified to the Holder in accordance with General Condition 7.

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APPENDIX 3 — PRODUCT CONDITIONS OF CBBCS

The following pages set out the Product Conditions in respect of different types of CBBCs.

PART A — PRODUCT CONDITIONS OF CASH SETTLED CALLABLE BULL/BEAR CONTRACTS OVER SINGLE EQUITIES

These Product Conditions will, together with the General Conditions and the supplemental provisions contained in the relevant Supplemental Listing Document and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Supplemental Listing Document in relation to the issue of any series of CBBCs may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with these Product Conditions, replace or modify these Product Conditions for the purpose of such series of CBBCs. Capitalised terms used in these Product Conditions and not otherwise defined herein shall have the meaning given to them in the relevant Supplemental Listing Document.

1. Definitions

For the purposes of these Product Conditions:

"**Business Day**" means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business in Hong Kong;

"**Call Price**" means the price specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Cash Settlement Amount**" means:

(a) following a Mandatory Call Event:

(i) in the case of a series of Category R CBBCs, the Residual Value; or

(ii) in the case of a series of Category N CBBCs, zero; and

(b) at expiry:

(i) In the case of a series of bull CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement x (Closing Price – Strike Price) x one Board Lot}}{\text{Number of CBBC(s) per Entitlement}}$$

(ii) In the case of a series of bear CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement x (Strike Price – Closing Price) x one Board Lot}}{\text{Number of CBBC(s) per Entitlement}}$$

For the avoidance of doubt, if the Cash Settlement Amount is a negative figure, it shall be deemed to be zero;

"**Category N CBBCs**" means a series of CBBCs where the Call Price is equal to the Strike Price;

"**Category R CBBCs**" means a series of CBBCs where the Call Price is different from the Strike Price;

"**CCASS Settlement Day**" has the meaning ascribed to the term "Settlement Day" in the CCASS Rules, subject to such modification and amendment prescribed by HKSCC from time to time;

"**Closing Price**" means the closing price of one Share, as derived from the Daily Quotation Sheet of the Stock Exchange, subject to any adjustments to such closing prices as may be necessary to reflect any capitalisation, rights issue, distribution or the like on the Valuation Date;

"**Company**" means the company specified as such in the relevant Supplemental Listing Document;

"**Day of Notification**" means the Trading Day immediately following the day on which a Mandatory Call Event occurs;

"**Designated Bank Account**" means the relevant bank account designated by each Holder;

"**Entitlement**" means the number specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Exercise Expenses**" means any charges or expenses including any taxes or duties which are incurred in respect of the early expiration of CBBCs upon the occurrence of a Mandatory Call Event or exercise of CBBCs upon expiry;

"**General Conditions**" means the general terms and conditions set out in Appendix 1 of the Base Listing Document;

"**Last Trading Day**" means the trading day on the Stock Exchange immediately preceding the Expiry Date;

"**Mandatory Call Event**" means that the Spot Price of the Shares on any Trading Day during the Observation Period is:

(a) in the case of a series of bull CBBCs, at or below the Call Price; or

(b) in the case of a series of bear CBBCs, at or above the Call Price;

"**Market Disruption Event**" means:

(a) the occurrence or existence on any Trading Day during the one-half hour period that ends at the close of trading of any suspension of or limitation imposed on trading (by reason of movements in price exceeding limits permitted by the Stock Exchange or otherwise) on the Stock Exchange in (i) the Shares; or (ii) any options or futures contracts relating to the Shares if, in any such case, such suspension or limitation is, in the determination of the Issuer, material;

(b) the issuance of the tropical cyclone warning signal number 8 or above or the issuance of a "BLACK" rainstorm signal on any day which either (i) results in the Stock Exchange being closed for trading for the entire day; or (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session), PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of the tropical cyclone warning signal number 8 or above or the "BLACK" rainstorm signal having been issued; or

(c) a limitation or closure of the Stock Exchange due to any unforeseen circumstances;

"**Maximum Trade Price**" means the highest Spot Price of the Shares during the MCE Valuation Period;

"**MCE Valuation Date**" means the last Trading Day during the MCE Valuation Period;

"**MCE Valuation Period**" means the period commencing from and including the moment upon which the Mandatory Call Event occurs (the trading session during which the Mandatory Call Event occurs is the "**1st Session**") and up to the end of the trading session on the Stock Exchange immediately following the 1st Session ("**2nd Session**") unless, in the determination of the Issuer in its good faith, the 2nd Session for any reason (including, without limitation, a Market Disruption Event occurring and subsisting in the 2nd Session) does not contain any continuous period of 1 hour or more than 1 hour during which trading in the Shares is permitted on the Stock Exchange with no limitation imposed, the MCE Valuation Period shall be extended to the end of the subsequent trading session following the 2nd Session during which trading in the Shares is permitted on the Stock Exchange with no limitation imposed for a continuous period of at least 1 hour notwithstanding the existence or continuance of a Market Disruption Event in such postponed trading session, unless the Issuer determines in its good faith that each trading session on each of the four Trading Days immediately following the date on which the Mandatory Call Event occurs does not contain any continuous period of 1 hour or more than 1 hour during which trading in the Shares is permitted on the Stock Exchange with no limitation imposed. In that case:

(a) the period commencing from the 1st Session up to, and including, the last trading session on the Stock Exchange of the fourth Trading Day immediately following the date on which the Mandatory Call Event occurs shall be deemed to be the MCE Valuation Period; and

(b) the Issuer shall determine the Maximum Trade Price or the Minimum Trade Price (as the case may be) having regard to the then prevailing market conditions, the last reported Spot Price and such other factors as the Issuer may determine to be relevant in its good faith.

For the avoidance of doubt, all Spot Prices available throughout the extended MCE Valuation Period shall be taken into account to determine the Maximum Trade Price or the Minimum Trade Price (as the case may be) for the calculation of the Residual Value.

For the purposes of this definition,

(A) the pre-opening session, the morning session and, in the case of half day trading, the closing auction session (if any) of the same day; and

(B) the afternoon session and the closing auction session (if any) of the same day,

shall each be considered as one trading session only;

"**Minimum Trade Price**" means the lowest Spot Price of the Shares during the MCE Valuation Period;

"**Number of CBBC(s) per Entitlement**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Observation Commencement Date**" means the date specified as such in the relevant Supplemental Listing Document;

"**Observation Period**" means the period commencing from and including the Observation Commencement Date up to and including the close of trading on the Stock Exchange on the Last Trading Day. For the avoidance of doubt, the Observation Period shall not be extended notwithstanding the Valuation Date shall not fall on the Last Trading Day;

"**Post MCE Trades**" has the meaning given to it in the relevant Supplemental Listing Document, subject to such modification and amendment prescribed by the Stock Exchange from time to time;

"**Product Conditions**" means these product terms and conditions;

"**Residual Value**" means:

(a) In the case of a series of bull CBBCs:

$$\text{Residual Value per Board Lot} = \frac{\text{Entitlement x (Minimum Trade Price – Strike Price) x one Board Lot}}{\text{Number of CBBC(s) per Entitlement}}$$

(b) In the case of a series of bear CBBCs:

$$\text{Residual Value per Board Lot} = \frac{\text{Entitlement x (Strike Price – Maximum Trade Price) x one Board Lot}}{\text{Number of CBBC(s) per Entitlement}}$$

"**Settlement Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Settlement Date**" means the third CCASS Settlement Day after (i) the end of the MCE Valuation Period or (ii) the later of: (a) the Expiry Date; and (b) the day on which the Closing Price is determined in accordance with the Conditions (as the case may be);

"**Settlement Disruption Event**" means an event beyond the control of the Issuer as a result of which the Issuer is unable to procure payment of the Cash Settlement Amount (if any) electronically through CCASS to the Designated Bank Account;

"**Share**" means the share of the Company specified as such in the relevant Supplemental Listing Document and "**Shares**" shall be construed accordingly;

"**Spot Price**" means:

(a) in respect of a continuous trading session of the Stock Exchange, the price per Share concluded by means of automatic order matching on the Stock Exchange as reported in the official real-time dissemination mechanism for the Stock Exchange during such continuous trading session in accordance with the Trading Rules, excluding direct business (as defined in the Trading Rules); and

(b) in respect of a pre-opening session or a closing auction session (if applicable) of the Stock Exchange, as the case may be, the final Indicative Equilibrium Price (as defined in the Trading Rules) of the Share (if any) calculated at the end of the pre-order matching period of such pre-opening session or closing auction session (if applicable), as the case may be, in accordance with the Trading Rules, excluding direct business (as defined in the Trading Rules),

subject to such modification and amendment prescribed by the Stock Exchange from time to time;

"**Strike Price**" means the price specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Trading Day**" means any day on which the Stock Exchange is scheduled to be open for trading for its regular trading sessions;

"**Trading Rules**" means the Rules and Regulations of the Exchange prescribed by the Stock Exchange from time to time; and

"**Valuation Date**" means the Trading Day immediately preceding the Expiry Date unless, in the determination of the Issuer, a Market Disruption Event has occurred on that day in which case, the Valuation Date shall be the first succeeding Trading Day on which the Issuer determines that there is no Market Disruption Event, unless the Issuer determines that there is a Market Disruption Event occurring on each of the four Trading Days immediately following the original date which (but for the Market Disruption Event) would have been the Valuation Date. In that case:

(a) the fourth Trading Day immediately following the original date shall be deemed to be the Valuation Date (regardless of the Market Disruption Event); and

(b) the Issuer shall determine the Closing Price of the Shares having regard to the then prevailing market conditions, the last reported trading price of the Shares on the Stock Exchange and such other factors as the Issuer determines to be relevant.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Supplemental Listing Document or the Global Certificate.

2. Illegality or Impracticability

The Issuer is entitled to terminate the CBBCs if it determines in good faith and in a commercially reasonable manner that, for reasons beyond its control, it has become or it will become illegal or impracticable:

(a) for it to perform its obligations under the CBBCs, or for the Guarantor to perform its obligations under the Guarantee, in whole or in part as a result of:

  (i) the adoption of, or any change in, any relevant law or regulation (including any tax law); or

  (ii) the promulgation of, or any change in, the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation (including any tax law),

  (each of (i) and (ii), a "**Change in Law Event**"); or

(b) for it or any of its affiliates to maintain the Issuer's hedging arrangements with respect to the CBBCs due to a Change in Law Event.

Upon the occurrence of a Change in Law Event, the Issuer will, if and to the extent permitted by the applicable law or regulation, pay to each Holder a cash amount that the Issuer determines in good faith and in a commercially reasonable manner to be the fair market value in respect of each CBBC held by such Holder immediately prior to such termination (ignoring such illegality or impracticability) less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion. Payment will be made to each Holder in such manner as shall be notified to the Holder in accordance with General Condition 7.

3. Exercise of CBBCs

3.1 ***Exercise of CBBCs in Board Lots***

CBBCs may only be exercised in Board Lots or integral multiples thereof.

3.2 ***Automatic Exercise***

If no Mandatory Call Event has occurred during the Observation Period, the CBBCs will be deemed to be automatically exercised on the Expiry Date.

3.3 ***Mandatory Call Event***

(a) Subject to Product Condition 3.3(b), following a Mandatory Call Event, the CBBCs will be terminated automatically and the Issuer will give a notice of the Mandatory Call Event and early expiry of the CBBCs (the "**Announcement on MCE and Early Expiration**") to the Holders in accordance with General Condition 7. Trading in the CBBCs will be suspended immediately upon a Mandatory Call Event and all Post MCE Trades will be cancelled and will not be recognised by the Stock Exchange or the Issuer.

In the case of Category R CBBCs, the Issuer will give a notice of the valuation of the Residual Value (the "**Announcement on Valuation of Residual Value**") to the Holders before the end of the trading session immediately after the MCE Valuation Period in accordance with General Condition 7.

(b) A Mandatory Call Event is irrevocable unless it is triggered as a result of any of the following events:

(i) system malfunction or other technical errors of Hong Kong Exchanges and Clearing Limited; or

(ii) manifest errors caused by the relevant third party price source where applicable;

and

(A) in the case of a system malfunction or other technical errors prescribed in paragraph (i) above, such event is reported by the Stock Exchange to the Issuer, and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked, and

(B) in the case of an error by the relevant price source prescribed in paragraph (ii) above, such event is reported by the Issuer to the Stock Exchange, and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked,

in each case, such mutual agreement must be reached no later than 30 minutes before the commencement of trading (including the pre-opening session) (Hong Kong time) on the Day of Notification or such other time frame as prescribed by the Stock Exchange from time to time, in which case, (A) the Mandatory Call Event so triggered will be reversed; and (B) all cancelled trades (if any) will be reinstated and trading of the CBBCs will resume no later than the Trading Day immediately following the Day of Notification in accordance with the rules and/or requirements prescribed by the Stock Exchange from time to time.

3.4 ***Entitlement***

Every Board Lot of CBBCs entitles the Holder to receive from the Issuer on the Settlement Date the Cash Settlement Amount (if any).

3.5 ***Cancellation***

Upon early expiration of the CBBCs at the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date, the Issuer will, with effect from the first Business Day following the MCE Valuation Date or the Expiry Date (as the case may be) remove the name of the Holder from the Register in respect of the number of CBBCs which have expired or exercised (as the case may be) and thereby cancel the relevant CBBCs and if applicable, the Global Certificate.

3.6 ***Exercise Expenses***

(a) Any Exercise Expenses which were not determined by the Issuer:

 (i) during the MCE Valuation Period following the Mandatory Call Event; or

 (ii) otherwise, on the Expiry Date (as the case may be), and were not deducted from the Cash Settlement Amount prior to delivery to the Holder in accordance with Product Condition 3.7, shall be notified to the Holder as soon as practicable after determination thereof by the Issuer and shall be paid by the Holder to the Issuer immediately upon demand.

(b) Holders shall note that they shall be responsible for additional costs and expenses in connection with any early expiration or exercise of the CBBCs including the Exercise Expenses which amount shall, to the extent necessary, be payable to the Issuer and collected from the Holders.

3.7 ***Cash Settlement***

Upon early expiration of the CBBCs following the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date (as the case may be), the Issuer will, in respect of every Board Lot, pay the Cash Settlement Amount (net of any Exercise Expenses) (if any) to the relevant Holder. If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount (net of any Exercise Expenses) (if any) will be despatched no later than the Settlement Date by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account.

If as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

3.8 ***Responsibility of Issuer, Guarantor and Sponsor***

None of the Issuer, the Guarantor, the Sponsor or their respective agents shall have any responsibility for any errors or omissions in the calculation and dissemination of any variables published by a third party and used in any calculation made pursuant to these Product Conditions or in the calculation of the Cash Settlement Amount arising from such errors or omissions.

The purchase of CBBCs does not confer on any Holder of such CBBCs any rights (whether in respect of voting, distributions or otherwise) in relation to the Shares.

3.9 ***Liability of Issuer, Guarantor and Sponsor***

Exercise and settlement of the CBBCs is subject to all applicable laws, rules, regulations and guidelines in force at the relevant time and neither the Issuer, the Guarantor, nor the Sponsor shall incur any liability whatsoever if it is unable to effect the transactions contemplated, after using all reasonable efforts, as a result of any such laws, rules, regulations or guidelines. Neither the Issuer, the Guarantor, nor the Sponsor shall under any circumstances be liable for any acts or defaults of the CCASS in relation to the performance of its duties in relation to the CBBCs.

3.10 ***Trading***

Subject to Product Condition 3.3(b), trading in CBBCs on the Stock Exchange shall cease:

(a) immediately upon the occurrence of a Mandatory Call Event; or

(b) at the close of trading for the Trading Day immediately preceding the Expiry Date, whichever is the earlier.

4. Adjustments

4.1 ***Rights Issues***

If and whenever the Company shall, by way of Rights (as defined below), offer new Shares for subscription at a fixed subscription price to the holders of existing Shares pro rata to existing holdings (a "**Rights Offer**"), the Entitlement will be adjusted to take effect on the Business Day ("**Rights Issue Adjustment Date**") on which trading in the Shares becomes ex-entitlement in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor} \times E$$

Where:

$$\text{Adjustment Factor} = \frac{1 + M}{1 + (R/S) \times M}$$

E: Existing Entitlement immediately prior to the Rights Offer

S: Cum-Rights Share price determined by the closing price on the Stock Exchange on the last Business Day on which Shares are traded on a cum-Rights basis

R: Subscription price per Share as specified in the Rights Offer plus an amount equal to any dividends or other benefits foregone to exercise the Rights

M: Number of new Share(s) (whether a whole or a fraction) per existing Share each holder thereof is entitled to subscribe

Provided that if the adjustment to be made would result in the Entitlement being changed by one per cent. or less, then no adjustment will be made to the Entitlement. In addition, the Issuer shall adjust the Strike Price and the Call Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Strike Price and the Call Price shall take effect on the Rights Issue Adjustment Date.

For the purposes of these Product Conditions:

"**Rights**" means the right(s) attached to each existing Share or needed to acquire one new Share (as the case may be) which are given to the holders of existing Shares to subscribe at a fixed subscription price for new Shares pursuant to the Rights Offer (whether by the exercise of one Right, a part of a Right or an aggregate number of Rights).

4.2 ***Bonus Issues***

If and whenever the Company shall make an issue of Shares credited as fully paid to the holders of Shares generally by way of capitalisation of profits or reserves (other than pursuant to a scrip dividend or similar scheme for the time being operated by the Company or otherwise in lieu of a cash dividend and without any payment or other consideration being made or given by such holders) (a "**Bonus Issue**") the Entitlement will be increased on the Business Day ("**Bonus Issue Adjustment Date**") on which trading in the Shares becomes ex-entitlement in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor} \times E$$

Where:

Adjustment Factor = 1 + N

E: Existing Entitlement immediately prior to the Bonus Issue

N: Number of additional Shares (whether a whole or a fraction) received by a holder of existing Shares for each Share held prior to the Bonus Issue

Provided that if the adjustment to be made would result in the Entitlement being changed by one per cent. or less, then no adjustment will be made to the Entitlement. In addition, the Issuer shall adjust the Strike Price and the Call Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Strike Price and the Call Price shall take effect on the Bonus Issue Adjustment Date.

4.3 ***Share Splits or Consolidations***

If and whenever the Company shall subdivide its Shares or any class of its outstanding share capital comprised of the Shares into a greater number of shares (a "**Subdivision**") or consolidate the Shares or any class of its outstanding share capital comprised of the Shares into a smaller number of shares (a "**Consolidation**"), then:

(i) in the case of a Subdivision, the Entitlement in effect immediately prior thereto will be increased whereas the Strike Price and the Call Price (which shall be rounded to the nearest 0.001) will be decreased in the same ratio as the Subdivision; and

(ii) in the case of a Consolidation, the Entitlement in effect immediately prior thereto will be decreased whereas the Strike Price and the Call Price (which shall be rounded to the nearest 0.001) will be increased in the same ratio as the Consolidation,

in each case on the day on which the Subdivision or Consolidation (as the case may be) shall have taken effect.

4.4 ***Merger or Consolidation***

If it is announced that the Company is to or may merge or consolidate with or into any other corporation (including becoming, by agreement or otherwise, a subsidiary of any corporation or controlled by any person or corporation) (except where the Company is the surviving corporation in a merger) or that it is to or may sell or transfer all or substantially all of its assets, the rights attaching to the CBBCs may in the absolute discretion of the Issuer be amended no later than the Business Day preceding the consummation of such merger, consolidation, sale or transfer (each a "**Restructuring Event**") (as determined by the Issuer in its absolute discretion).

The rights attaching to the CBBCs after the adjustment shall, after such Restructuring Event, relate to the number of shares of the corporation(s) resulting from or surviving such Restructuring Event or other securities ("**Substituted Securities**") and/or cash offered in substitution for the affected Shares, as the case may be, to which the holder of such number of Shares to which the CBBCs related immediately before such Restructuring Event would have been entitled upon such Restructuring Event. Thereafter the provisions hereof shall apply to such Substituted Securities, provided that any Substituted Securities may, in the absolute discretion of the Issuer, be deemed to be replaced by an amount in the relevant currency equal to the market value or, if no market value is available, fair value, of such Substituted Securities in each case as determined by the Issuer as soon as practicable after such Restructuring Event is effected.

For the avoidance of doubt, any remaining Shares shall not be affected by this Product Condition 4.4 and, where cash is offered in substitution for Shares or is deemed to replace Substituted Securities as described above, references in these Product Conditions to the Shares shall include any such cash.

4.5 *Cash Distribution*

No adjustment will be made for an ordinary cash dividend (whether or not it is offered with a scrip alternative) ("**Ordinary Dividend**"). For any other forms of cash distribution ("**Cash Distribution**") announced by the Company, such as a cash bonus, special dividend or extraordinary dividend, no adjustment will be made unless the value of the Cash Distribution accounts for 2 per cent. or more of the Share's closing price on the day of announcement by the Company.

If and whenever the Company shall make a Cash Distribution credited as fully paid to the holders of Shares generally, the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Shares becomes ex-entitlement in respect of the relevant Cash Distribution ("**Cash Distribution Adjustment Date**") in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor} \times E$$

Where:

$$\text{Adjustment Factor} = \frac{S - OD}{S - OD - CD}$$

E: Existing Entitlement immediately prior to the Cash Distribution

S: The closing price of the Share on the Stock Exchange on the Business Day immediately preceding the Cash Distribution Adjustment Date

CD: The Cash Distribution per Share

OD: The Ordinary Dividend per Share, provided that the date on which the Shares are traded on an ex-Ordinary Dividend basis is the Cash Distribution Adjustment Date. For the avoidance of doubt, the OD shall be zero if the date on which the Shares are traded on an ex-Ordinary Dividend basis is not the Cash Distribution Adjustment Date

In addition, the Issuer shall adjust the Strike Price and the Call Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Strike Price and the Call Price shall take effect on the Cash Distribution Adjustment Date.

5. Liquidation

In the event of a liquidation or dissolution of the Company or the appointment of a liquidator, receiver or administrator or analogous person under Hong Kong law in respect of the whole or substantially the whole of its undertaking, property or assets, all unexercised CBBCs will lapse and shall cease to be valid for any purpose, in the case of voluntary liquidation, on the effective date of the relevant resolution and, in the case of an involuntary liquidation or dissolution, on the date of the relevant court order or, in the case of the appointment of a liquidator or receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of law.

6. Delisting

6.1 ***Adjustments following delisting***

If at any time the Shares cease to be listed on the Stock Exchange, the Issuer shall give effect to these Product Conditions in such manner and make such adjustments to the rights attaching to the CBBCs as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Holders generally are not materially prejudiced as a consequence of such delisting (without considering the individual circumstances of any Holder or the tax or other consequences that may result in any particular jurisdiction).

6.2 ***Listing on another exchange***

Without prejudice to the generality of Product Condition 6.1, where the Shares are, or, upon the delisting, become, listed on any other stock exchange, these Product Conditions may, in the absolute discretion of the Issuer, be amended to the extent necessary to allow for the substitution of that other stock exchange in place of the Stock Exchange and the Issuer may, without the consent of the Holders, make such adjustments to the entitlements of Holders on exercise (including, if appropriate, by converting foreign currency amounts at prevailing market rates into the relevant currency) as may be appropriate in the circumstances.

Sponsor

BNP Paribas Securities (Asia) Limited
59th-63rd Floors
Two International Finance Centre
8 Finance Street
Central, Hong Kong

PART B — PRODUCT CONDITIONS OF CASH SETTLED CALLABLE BULL/BEAR CONTRACTS OVER AN INDEX

These Product Conditions will, together with the General Conditions and the supplemental provisions contained in the relevant Supplemental Listing Document, subject to completion and amendment, be endorsed on the Global Certificate. The relevant Supplemental Listing Document in relation to the issue of any series of CBBCs may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with these Product Conditions, replace or modify these Product Conditions for the purpose of such series of CBBCs. Capitalised terms used in these Product Conditions and not otherwise defined herein shall have the meaning given to them in the relevant Supplemental Listing Document.

1. Definitions

For the purposes of these Product Conditions:

"**Business Day**" means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business in Hong Kong;

"**Call Level**" means the level specified as such in the relevant Supplemental Listing Document;

"**Cash Settlement Amount**" means, in respect of every Board Lot, an amount calculated by the Issuer in accordance with the following formula (and, if appropriate, either (X) converted (if applicable) into the Settlement Currency at the Exchange Rate or, as the case may be, (Y) converted into the Interim Currency at the First Exchange Rate and then (if applicable) converted into Settlement Currency at the Second Exchange Rate):

(a) following a Mandatory Call Event:

   (i) in the case of a series of Category R CBBCs, the Residual Value; or

   (ii) in the case of a series of Category N CBBCs, zero; and

(b) at expiry:

   (i) in the case of a series of bull CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{(\text{Closing Level} - \text{Strike Level}) \text{ x one Board Lot x Index Currency Amount}}{\text{Divisor}}$$

   (ii) in the case of a series of bear CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{(\text{Strike Level} - \text{Closing Level}) \text{ x one Board Lot x Index Currency Amount}}{\text{Divisor}}$$

For the avoidance of doubt, if the Cash Settlement Amount is a negative figure, it shall be deemed to be zero;

"**Category N CBBCs**" means a series of CBBCs where the Call Level is equal to the Strike Level;

"**Category R CBBCs**" means a series of CBBCs where the Call Level is different from the Strike Level;

"**CCASS Settlement Day**" has the meaning ascribed to the term "Settlement Day" in the CCASS Rules, subject to such modification and amendment prescribed by HKSCC from time to time;

"**Closing Level**" has the meaning given to it in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Day of Notification**" means the Trading Day immediately following the day on which a Mandatory Call Event occurs;

"**Designated Bank Account**" means the relevant bank account designated by each Holder;

"**Divisor**" means the number specified as such in the relevant Supplemental Listing Document;

"**Exchange Rate**" means the rate specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Exercise Expenses**" means any charges or expenses including any taxes or duties which are incurred in respect of the early expiration of CBBCs upon the occurrence of a Mandatory Call Event or exercise of CBBCs upon expiry;

"**First Exchange Rate**" means the rate specified as such in the relevant Supplemental Listing Document;

"**General Conditions**" means the general terms and conditions set out in Appendix 1 of the Base Listing Document;

"**Index**" means the index specified in the relevant Supplemental Listing Document;

"**Index Business Day**" means any day on which the Index Exchange is scheduled to open for trading for its regular trading sessions;

"**Index Compiler**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Index Currency Amount**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Index Exchange**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Interim Currency**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Last Trading Day**" means the trading day on the Stock Exchange immediately preceding the Expiry Date;

"**Mandatory Call Event**" means that the Spot Level of the Index on any Index Business Day during the Observation Period is:

(a) in the case of a series of bull CBBCs, at or below the Call Level; or

(b) in the case of a series of bear CBBCs, at or above the Call Level;

"**Market Disruption Event**" means:

(a) the occurrence or existence on any Index Business Day during the one-half hour period that ends at the close of trading on the Index Exchange, of any of:

(i) the suspension or material limitation of the trading of a material number of constituent securities that comprise the Index; or

(ii) the suspension or material limitation of the trading of options or futures contracts relating to the Index on any exchanges on which such contracts are traded; or

(iii) the imposition of any exchange controls in respect of any currencies involved in determining the Cash Settlement Amount.

For the purposes of this paragraph (a), (X) the limitation of the number of hours or days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of any relevant exchange, and (Y) a limitation on trading imposed by reason of the movements in price exceeding the levels permitted by any relevant exchange will constitute a Market Disruption Event;

(b) where the Index Exchange is the Stock Exchange, the issuance of the tropical cyclone warning signal number 8 or above or the issuance of a "BLACK" rainstorm signal on any day which either (i) results in the Stock Exchange being closed for trading for the entire day; or (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session), PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of the tropical cyclone warning signal number 8 or above or the "BLACK" rainstorm signal having been issued;

(c) a limitation or closure of the Index Exchange due to any unforeseen circumstances; or

(d) any circumstances beyond the control of the Issuer in which the Closing Level or, if applicable, the Exchange Rate, the First Exchange Rate or the Second Exchange Rate (as the case may be) cannot be determined by the Issuer in the manner set out in these Product Conditions or in such other manner as the Issuer considers appropriate at such time after taking into account all the relevant circumstances;

"**Maximum Index Level**" means the highest Spot Level of the Index during the MCE Valuation Period;

"**MCE Valuation Date**" means the last Trading Day during the MCE Valuation Period;

"**MCE Valuation Period**" means:

(a) in respect of an Index Exchange located in Hong Kong, the period commencing from and including the moment upon which the Mandatory Call Event occurs (the trading session during which the Mandatory Call Event occurs is the "**1st Session**") and up to the end of the trading session on the Index Exchange immediately following the 1st Session ("**2nd Session**") unless, in the determination of the Issuer in its good faith, the 2nd Session for any reason (including, without limitation, a Market Disruption Event occurring and subsisting in the 2nd Session) does not contain any continuous period of 1 hour or more than 1 hour during which Spot Level(s) is/are available, the MCE Valuation Period shall be extended to the end of the subsequent trading session on the Index Exchange following the 2nd Session during which Spot Level(s) is/are available for a continuous period of at least 1 hour notwithstanding the existence or continuance of a Market Disruption Event in such postponed trading session unless the Issuer determines in its good faith that each trading session on each of the four Index Business Days immediately following the date on which the Mandatory Call Event occurs does not contain any continuous period of 1 hour or more than 1 hour during which Spot Levels are available.

    In that case:

    (i) the period commencing from the 1st Session up to, and including, the last trading session of the fourth Index Business Day on the Index Exchange immediately following the date on which the Mandatory Call Event occurs shall be deemed to be the MCE Valuation Period; and

    (ii) the Issuer shall determine the Maximum Index Level or the Minimum Index Level (as the case may be) having regard to the then prevailing market conditions, the last reported Spot Level of the Index and such other factors as the Issuer may determine to be relevant in its good faith.

    For the avoidance of doubt, all Spot Levels available throughout the extended MCE Valuation Period shall be taken into account to determine the Maximum Index Level or the Minimum Index Level (as the case may be) for the calculation of the Residual Value.

    For the purposes of this definition,

    (A) the pre-opening session, the morning session and, in the case of half day trading, the closing auction session (if any) of the same day; and

    (B) the afternoon session and the closing auction session (if any) of the same day,

    shall each be considered as one trading session only; and

(b) in respect of an Index Exchange located outside Hong Kong, the period specified in the relevant Supplemental Listing Document;

"**Minimum Index Level**" means the lowest Spot Level of the Index during the MCE Valuation Period;

"**Observation Commencement Date**" means the date specified as such in the relevant Supplemental Listing Document;

"**Observation Period**" means the period commencing from and including the Observation Commencement Date up to and including the close of trading on the Last Trading Day. For the avoidance of doubt, the Observation Period shall not be extended notwithstanding that the Valuation Date shall not fall on the Last Trading Day;

"**Post MCE Trades**" has the meaning given to it in the relevant Supplemental Listing Document, subject to such modification and amendment prescribed by the Stock Exchange from time to time;

"**Price Source**", if applicable, has the meaning given to it in the relevant Supplemental Listing Document;

"**Product Conditions**" means these product terms and conditions;

"**Residual Value**" means, in respect of every Board Lot, an amount calculated by the Issuer in accordance with the following formula (and, if appropriate, either, converted (if applicable) into the Settlement Currency at the Exchange Rate, or converted into the Interim Currency at the First Exchange Rate and then (if applicable) converted into Settlement Currency at the Second Exchange Rate):

(a) In the case of a series of bull CBBCs:

$$\text{Residual Value per Board Lot} = \frac{(\text{Minimum Index Level} - \text{Strike Level}) \text{ x one Board Lot x Index Currency Amount}}{\text{Divisor}}$$

(b) In the case of a series of bear CBBCs:

$$\text{Residual Value per Board Lot} = \frac{(\text{Strike Level} - \text{Maximum Index Level}) \text{ x one Board Lot x Index Currency Amount}}{\text{Divisor}}$$

"**Settlement Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Settlement Date**" means the third CCASS Settlement Day after (i) the end of the MCE Valuation Period or (ii) the later of: (a) the Expiry Date; and (b) the day on which the Closing Level is determined in accordance with the Conditions (as the case may be);

"**Settlement Disruption Event**" means an event beyond the control of the Issuer as a result of which the Issuer is unable to procure payment of the Cash Settlement Amount (if any) electronically through CCASS to the Designated Bank Account;

"**Second Exchange Rate**" means the rate specified as such in the relevant Supplemental Listing Document;

"**Spot Level**" means, unless otherwise specified in the relevant Supplemental Listing Document, the spot level of the Index as compiled and published by the Index Compiler;

"**Strike Level**" means the level specified as such in the relevant Supplemental Listing Document;

"**Successor Index**" means the successor index specified in the relevant Supplemental Listing Document;

"**Trading Day**" means any day on which the Stock Exchange is scheduled to be open for trading for its regular trading sessions;

"**Trading Rules**" means the Rules and Regulations of the Exchange prescribed by the Stock Exchange from time to time; and

"**Valuation Date**" means the date specified as such in the relevant Supplemental Listing Document, provided that if the Issuer determines, in its sole discretion, that a Market Disruption Event has occurred on the Valuation Date, then the Issuer shall determine the Closing Level of the Index on the basis of its good faith estimate of the Closing Level that would have prevailed on that day but for the occurrence of the Market Disruption Event provided that the Issuer, if applicable, may, but will not be obliged to, determine such Closing Level by having regard to the manner in which futures contracts relating to the Index are calculated.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Supplemental Listing Document or the Global Certificate.

2. Illegality or Impracticability

The Issuer is entitled to terminate the CBBCs if it determines in good faith and in a commercially reasonable manner that, for reasons beyond its control, it has become or it will become illegal or impracticable:

(a) for it to perform its obligations under the CBBCs, or for the Guarantor to perform its obligations under the Guarantee, in whole or in part as a result of:

  (i) the adoption of, or any change in, any relevant law or regulation (including any tax law); or

  (ii) the promulgation of, or any change in, the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation (including any tax law),

  (each of (i) and (ii), a "**Change in Law Event**"); or

(b) for it or any of its affiliates to maintain the Issuer's hedging arrangements with respect to the CBBCs due to a Change in Law Event.

Upon the occurrence of a Change in Law Event, the Issuer will, if and to the extent permitted by the applicable law or regulation, pay to each Holder a cash amount that the Issuer determines in good faith and in a commercially reasonable manner to be the fair market value in respect of each CBBC held by such Holder immediately prior to such termination (ignoring such illegality or impracticability) less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion. Payment will be made to each Holder in such manner as shall be notified to the Holder in accordance with General Condition 7.

3. Exercise of CBBCs

3.1 ***Exercise of CBBCs in Board Lots***

CBBCs may only be exercised in Board Lots or integral multiples thereof.

3.2 ***Automatic Exercise***

If no Mandatory Call Event has occurred during the Observation Period, the CBBCs will be deemed to be automatically exercised on the Expiry Date.

3.3 ***Mandatory Call Event***

(a) Subject to Product Condition 3.3(b) below, following a Mandatory Call Event, the CBBCs will be terminated automatically and the Issuer will give a notice of the Mandatory Call Event and early expiry of the CBBCs (the "**Announcement on MCE and Early Expiration**") to the Holders in accordance with General Condition 7. Trading in the CBBCs will be suspended immediately upon a Mandatory Call Event and all Post MCE Trades will be cancelled and will not be recognised by the Stock Exchange or the Issuer.

  In the case of Category R CBBCs, the Issuer will give a notice of the valuation of the Residual Value (the "**Announcement on Valuation of Residual Value**") to the Holders before the end of the trading session of the Stock Exchange immediately after the corresponding trading session of the Stock Exchange during which the MCE Valuation Period ends in accordance with General Condition 7.

(b) A Mandatory Call Event is irrevocable unless it is triggered as a result of any of the following events:

  (i) system malfunction or other technical errors of Hong Kong Exchanges and Clearing Limited; or

  (ii) manifest errors caused by the relevant third party price source where applicable;

and

(A) in the case of a system malfunction or other technical errors prescribed in paragraph (i) above, such event is reported by the Stock Exchange to the Issuer and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked, and

(B) in the case of an error by the relevant price source prescribed in paragraph (ii) above, such event is reported by the Issuer to the Stock Exchange, and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked,

in each case,

(A) in respect of an Index Exchange located in Hong Kong, such mutual agreement must be reached no later than 30 minutes before the commencement of trading (including the pre-opening session) (Hong Kong time) on the Day of Notification or such other time frame as prescribed by the Stock Exchange from time to time; or

(B) in respect of an Index Exchange located outside Hong Kong:

  (1) the revocation of the Mandatory Call Event is communicated to the other party by 30 minutes before the commencement of trading (including the pre-opening session) (Hong Kong time) on the Day of Notification or such other time frame as prescribed by the Stock Exchange from time to time; and

  (2) the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked on the Day of Notification.

In both cases:

(C) the Mandatory Call Event so triggered will be reversed; and

(D) all cancelled trades (if any) will be reinstated and trading of the CBBCs will resume no later than the Trading Day immediately following the Day of Notification in accordance with the rules and/or requirements prescribed by the Stock Exchange from time to time.

3.4 ***Entitlement***

Every Board Lot of CBBCs entitles the Holder to receive from the Issuer on the Settlement Date the Cash Settlement Amount (if any).

3.5 ***Cancellation***

Upon early expiration of the CBBCs at the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date, the Issuer will, with effect from the first Business Day following the MCE Valuation Date or the Expiry Date (as the case may be) remove the name of the Holder from the Register in respect of the number of CBBCs which have expired or exercised (as the case may be) and thereby cancel the relevant CBBCs and if applicable, the Global Certificate.

3.6 ***Exercise Expenses***

(a) Any Exercise Expenses which were not determined by the Issuer:

  (i) during the MCE Valuation Period following the Mandatory Call Event; or

  (ii) otherwise, on the Expiry Date (as the case may be), and were not deducted from the Cash Settlement Amount prior to delivery to the Holder in accordance with Product Condition 3.7, shall be notified to the Holder as soon as practicable after determination thereof by the Issuer and shall be paid by the Holder to the Issuer immediately upon demand.

(b) Holders shall note that they shall be responsible for additional costs and expenses in connection with any early expiration or exercise of the CBBCs including the Exercise Expenses which amount shall, to the extent necessary, be payable to the Issuer and collected from the Holders.

3.7 ***Cash Settlement***

Upon early termination of the CBBCs following the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date (as the case may be), the Issuer will, in respect of every Board Lot, pay the Cash Settlement Amount (net of any Exercise Expenses)(if any) to the relevant Holder. If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount (net of any Exercise Expenses)(if any) will be despatched no later than the Settlement Date by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account.

If as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

3.8 ***Responsibility of Issuer, Guarantor and Sponsor***

None of the Issuer, the Guarantor, the Sponsor or their respective agents shall have any responsibility for any errors or omissions in the calculation and dissemination of any variables published by a third party and used in any calculation made pursuant to these Product Conditions or in the calculation of the Cash Settlement Amount arising from such errors or omissions.

The purchase of CBBCs does not confer on any Holder of such CBBCs any rights (whether in respect of voting, distributions or otherwise) in relation to the constituent securities, contracts, commodities or currencies comprising the Index.

3.9 ***Liability of Issuer, Guarantor and Sponsor***

Exercise and settlement of the CBBCs is subject to all applicable laws, rules, regulations and guidelines in force at the relevant time and neither the Issuer, the Guarantor nor the Sponsor shall incur any liability whatsoever if it is unable to effect the transactions contemplated, after using all reasonable efforts, as a result of any such laws, rules, regulations or guidelines. Neither the Issuer, the Guarantor nor the Sponsor shall under any circumstances be liable for any acts or defaults of the CCASS in relation to the performance of its duties in relation to the CBBCs.

3.10 ***Trading***

Subject to Product Condition 3.3(b), trading in CBBCs on the Stock Exchange shall cease:

(a) immediately upon the occurrence of a Mandatory Call Event; or

(b) at the close of trading for the Trading Day immediately preceding the Expiry Date, whichever is the earlier.

4. Adjustments to the Index

4.1 ***Successor Index Compiler Calculates and Reports Index***

If the Index is:

(a) not calculated and announced by the Index Compiler but is calculated and published by a successor to the Index Compiler (the "**Successor Index Compiler**") acceptable to the Issuer; or

(b) replaced by a successor index using, in the determination of the Issuer, the same or a substantially similar formula for and method of calculation as used in the calculation of the Index,

then the Index will be deemed to be the index so calculated and announced by the Successor Index Compiler or that successor index, as the case may be.

4.2 ***Modification and Cessation of Calculation of Index***

If:

(a) on any Index Business Day before the Expiry Date, the Index Compiler or (if applicable) the Successor Index Compiler makes a material change in the formula for or the method of calculating the Index or in any other way materially modifies the Index (other than a modification prescribed in that formula or method to maintain the Index in the event of changes in constituent securities, contracts, commodities or currencies and other routine events); or

(b) on any Index Business Day before the Expiry Date, the Index Compiler or (if applicable) the Successor Index Compiler fails to calculate and publish the Index (other than as a result of a Market Disruption Event),

then the Issuer shall determine the Closing Level using, in lieu of a published level for the Index, the level for the Index as at that Index Business Day as determined by the Issuer in accordance with the formula for and method of calculating the Index last in effect prior to that change or failure, but using only those securities, contracts, commodities or currencies that comprised the Index immediately prior to that change or failure (other than those securities, contracts, commodities or currencies that have since ceased to be listed on the relevant exchange).

Sponsor

BNP Paribas Securities (Asia) Limited
59th-63rd Floors
Two International Finance Centre
8 Finance Street
Central, Hong Kong

PART C — PRODUCT CONDITIONS OF CASH SETTLED CALLABLE BULL/BEAR CONTRACTS OVER SINGLE UNIT TRUST

These Product Conditions will, together with the General Conditions and the supplemental provisions contained in the relevant Supplemental Listing Document, subject to completion and amendment, be endorsed on the Global Certificate. The relevant Supplemental Listing Document in relation to the issue of any series of CBBCs may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with these Product Conditions, replace or modify these Product Conditions for the purpose of such series of CBBCs. Capitalised terms used in these Product Conditions and not otherwise defined herein shall have the meaning given to them in the relevant Supplemental Listing Document.

1. Definitions

For the purposes of these Product Conditions:

"**Business Day**" means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business in Hong Kong;

"**Call Price**" means the price specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Cash Settlement Amount**" means:

(a) following a Mandatory Call Event:

(i) in the case of a series of Category R CBBCs, the Residual Value; or

(ii) in the case of a series of Category N CBBCs, zero; and

(b) at expiry:

(i) in the case of a series of bull CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement x (Closing Price – Strike Price) x one Board Lot}}{\text{Number of CBBC(s) per Entitlement}}$$

(ii) In the case of a series of bear CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement x (Strike Price – Closing Price) x one Board Lot}}{\text{Number of CBBC(s) per Entitlement}}$$

For the avoidance of doubt, if the Cash Settlement Amount is a negative figure, it shall be deemed to be zero;

"**Category N CBBCs**" means a series of CBBCs where the Call Price is equal to the Strike Price;

"**Category R CBBCs**" means a series of CBBCs where the Call Price is different from the Strike Price;

"**CCASS Settlement Day**" has the meaning ascribed to the term "Settlement Day" in the CCASS Rules, subject to such modification and amendment prescribed by HKSCC from time to time;

"**Closing Price**" means the closing price of one Unit, as derived from the Daily Quotation Sheet of the Stock Exchange, subject to any adjustments to such closing prices as may be necessary to reflect any capitalisation, rights issue, distribution or the like on the Valuation Date;

"**Day of Notification"** means the Trading Day immediately following the day on which a Mandatory Call Event occurs;

"**Designated Bank Account**" means the relevant bank account designated by each Holder;

"**Entitlement**" means the number specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Exercise Expenses**" means any charges or expenses including any taxes or duties which are incurred in respect of the early expiration of CBBCs upon the occurrence of a Mandatory Call Event or exercise of CBBCs upon expiry;

"**General Conditions**" means the general terms and conditions set out in Appendix 1 of the Base Listing Document;

"**Last Trading Day**" means the trading day on the Stock Exchange immediately preceding the Expiry Date;

"**Mandatory Call Event**" means that the Spot Price of the Units on any Trading Day during the Observation Period is:

(a) in the case of a series of bull CBBCs, at or below the Call Price; or

(b) in the case of a series of bear CBBCs, at or above the Call Price;

"**Market Disruption Event**" means:

(a) the occurrence or existence on any Trading Day during the one-half hour period that ends at the close of trading of any suspension of or limitation imposed on trading (by reason of movements in price exceeding limits permitted by the Stock Exchange or otherwise) on the Stock Exchange in (i) the Units; or (ii) any options or futures contracts relating to the Units if, in any such case, such suspension or limitation is, in the determination of the Issuer, material;

(b) the issuance of the tropical cyclone warning signal number 8 or above or the issuance of a "BLACK" rainstorm signal on any day which either (i) results in the Stock Exchange being closed for trading for the entire day; or (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session), PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for the opening of trading on any day as a result of the tropical cyclone warning signal number 8 or above or the "BLACK" rainstorm signal having been issued; or

(c) a limitation or closure of the Stock Exchange due to any unforeseen circumstances;

"**Maximum Trade Price**" means the highest Spot Price of the Units during the MCE Valuation Period;

"**MCE Valuation Date**" means the last Trading Day during the MCE Valuation Period;

"**MCE Valuation Period**" means the period commencing from and including the moment upon which the Mandatory Call Event occurs (the trading session during which the Mandatory Call Event occurs is the "**1st Session**") and up to the end of the trading session on the Stock Exchange immediately following the 1st Session ("**2nd Session**") unless, in the determination of the Issuer in its good faith, the 2nd Session for any reason (including, without limitation, a Market Disruption Event occurring and subsisting in the 2nd Session) does not contain any continuous period of 1 hour or more than 1 hour during which trading in the Units is permitted on the Stock Exchange with no limitation imposed, the MCE Valuation Period shall be extended to the end of the subsequent trading session following the 2nd Session during which trading in the Units is permitted on the Stock Exchange with no limitation imposed for a continuous period of at least 1 hour notwithstanding the existence or continuance of a Market Disruption Event in such postponed trading session, unless the Issuer determines in its good faith that each trading session on each of the four Trading Days immediately following the date on which the Mandatory Call Event occurs does not contain any continuous period of 1 hour or more than 1 hour during which trading in the Units is permitted on the Stock Exchange with no limitation imposed.

In that case:

(a) the period commencing from the 1st Session up to, and including, the last trading session on the Stock Exchange of the fourth Trading Day immediately following the date on which the Mandatory Call Event occurs shall be deemed to be the MCE Valuation Period; and

(b) the Issuer shall determine the Maximum Trade Price or the Minimum Trade Price (as the case may be) having regard to the then prevailing market conditions, the last reported Spot Price and such other factors as the Issuer may determine to be relevant in its good faith.

For the avoidance of doubt, all Spot Prices available throughout the extended MCE Valuation Period shall be taken into account to determine the Maximum Trade Price or the Minimum Trade Price (as the case may be) for the calculation of the Residual Value.

For the purposes of this definition,

(A) the pre-opening session, the morning session and, in the case of half day trading, the closing auction session (if any) of the same day; and

(B) the afternoon session and the closing auction session (if any) of the same day,

shall each be considered as one trading session only;

"**Minimum Trade Price**" means the lowest Spot Price of the Units during the MCE Valuation Period;

"**Number of CBBC(s) per Entitlement**" has the meaning given to it in the relevant Supplemental Listing Document;

"**Observation Commencement Date**" means the date specified as such in the relevant Supplemental Listing Document;

"**Observation Period**" means the period commencing from and including the Observation Commencement Date up to and including the close of trading on the Stock Exchange on the Last Trading Day. For the avoidance of doubt, the Observation Period shall not be extended notwithstanding the Valuation Date shall not fall on the Last Trading Day;

"**Post MCE Trades**" has the meaning given to it in the relevant Supplemental Listing Document, subject to such modification and amendment prescribed by the Stock Exchange from time to time;

"**Product Conditions**" means these product terms and conditions;

"**Residual Value**" means:

(a) In the case of a series of bull CBBCs:

$$\text{Residual Value per Board Lot} = \frac{\text{Entitlement x (Minimum Trade Price – Strike Price) x one Board Lot}}{\text{Number of CBBC(s) per Entitlement}}$$

(b) In the case of a series of bear CBBCs:

$$\text{Residual Value per Board Lot} = \frac{\text{Entitlement x (Strike Price – Maximum Trade Price) x one Board Lot}}{\text{Number of CBBC(s) per Entitlement}}$$

"**Settlement Currency**" means the currency specified as such in the relevant Supplemental Listing Document;

"**Settlement Date**" means the third CCASS Settlement Day after (i) the end of the MCE Valuation Period or (ii) the later of: (a) the Expiry Date; and (b) the day on which the Closing Price is determined in accordance with the Conditions (as the case may be);

"**Settlement Disruption Event**" means an event beyond the control of the Issuer as a result of which the Issuer is unable to procure payment of the Cash Settlement Amount (if any) electronically through CCASS to the Designated Bank Account;

"**Spot Price**" means:

(a) in respect of a continuous trading session of the Stock Exchange, the price per Unit concluded by means of automatic order matching on the Stock Exchange as reported in the official real-time dissemination mechanism for the Stock Exchange during such continuous trading session in accordance with the Trading Rules, excluding direct business (as defined in the Trading Rules); and

(b) in respect of a pre-opening session or a closing auction session (if applicable) of the Stock Exchange, as the case may be, the final Indicative Equilibrium Price (as defined in the Trading Rules) of the Unit (if any) calculated at the end of the pre-order matching period of such pre-opening session or closing auction session (if applicable), as the case may be, in accordance with the Trading Rules, excluding direct business (as defined in the Trading Rules),

subject to such modification and amendment prescribed by the Stock Exchange from time to time;

"**Strike Price**" means the price specified as such in the relevant Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 4;

"**Trading Day**" means any day on which the Stock Exchange is scheduled to be open for trading for its regular trading sessions;

"**Trading Rules**" means the Rules and Regulations of the Exchange prescribed by the Stock Exchange from time to time;

"**Trust**" means the trust specified as such in the relevant Supplemental Listing Document;

"**Unit**" means the unit specified as such in the relevant Supplemental Listing Document and "**Units**" shall be construed accordingly; and

"**Valuation Date**" means the Trading Day immediately preceding the Expiry Date unless, in the determination of the Issuer, a Market Disruption Event has occurred on that day in which case, the Valuation Date shall be the first succeeding Trading Day on which the Issuer determines that there is no Market Disruption Event, unless the Issuer determines that there is a Market Disruption Event occurring on each of the four Trading Days immediately following the original date which (but for the Market Disruption Event) would have been the Valuation Date. In that case:

(a) the fourth Trading Day immediately following the original date shall be deemed to be the Valuation Date (regardless of the Market Disruption Event); and

(b) the Issuer shall determine the Closing Price of the Units having regard to the then prevailing market conditions, the last reported trading price of the Units on the Stock Exchange and such other factors as the Issuer determines to be relevant.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Supplemental Listing Document or the Global Certificate.

2. Illegality or Impracticability

The Issuer is entitled to terminate the CBBCs if it determines in good faith and in a commercially reasonable manner that, for reasons beyond its control, it has become or it will become illegal or impracticable:

(a) for it to perform its obligations under the CBBCs, or for the Guarantor to perform its obligations under the Guarantee, in whole or in part as a result of:

(i) the adoption of, or any change in, any relevant law or regulation (including any tax law); or

(ii) the promulgation of, or any change in, the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation (including any tax law),

(each of (i) and (ii), a "**Change in Law Event**"); or

(b) for it or any of its affiliates to maintain the Issuer's hedging arrangements with respect to the CBBCs due to a Change in Law Event.

Upon the occurrence of a Change in Law Event, the Issuer will, if and to the extent permitted by the applicable law or regulation, pay to each Holder a cash amount that the Issuer determines in good faith and in a commercially reasonable manner to be the fair market value in respect of each CBBC held by such Holder immediately prior to such termination (ignoring such illegality or impracticability) less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion. Payment will be made to each Holder in such manner as shall be notified to the Holder in accordance with General Condition 7.

3. Exercise of CBBCs

3.1 ***Exercise of CBBCs in Board Lots***

CBBCs may only be exercised in Board Lots or integral multiples thereof.

3.2 ***Automatic Exercise***

If no Mandatory Call Event has occurred during the Observation Period, the CBBCs will be deemed to be automatically exercised on the Expiry Date.

3.3 ***Mandatory Call Event***

(a) Subject to Product Condition 3.3(b), following a Mandatory Call Event, the CBBCs will be terminated automatically and the Issuer will give a notice of the Mandatory Call Event and early expiry of the CBBCs (the "**Announcement on MCE and Early Expiration**") to the Holders in accordance with General Condition 7. Trading in the CBBCs will be suspended immediately upon a Mandatory Call Event and all Post MCE Trades will be cancelled and will not be recognised by the Stock Exchange or the Issuer.

In the case of Category R CBBCs, the Issuer will give a notice of the valuation of the Residual Value (the "**Announcement on Valuation of Residual Value**") to the Holders before the end of the trading session immediately after the MCE Valuation Period in accordance with General Condition 7.

(b) A Mandatory Call Event is irrevocable unless it is triggered as a result of any of the following events:

(i) system malfunction or other technical errors of Hong Kong Exchanges and Clearing Limited; or

(ii) manifest errors caused by the relevant third party price source where applicable;

and

(A) in the case of a system malfunction or other technical errors prescribed in paragraph (i) above, such event is reported by the Stock Exchange to the Issuer, and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked, and

(B) in the case of an error by the relevant price source prescribed in paragraph (ii) above, such event is reported by the Issuer to the Stock Exchange, and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked,

in each case, such mutual agreement must be reached no later than 30 minutes before the commencement of trading (including the pre-opening session) (Hong Kong time) on the Day of Notification or such other time frame as prescribed by the Stock Exchange from time to time, in which case, (A) the Mandatory Call Event so triggered will be reversed; and (B) all cancelled trades (if any) will be reinstated and trading of the CBBCs will resume no later than the Trading Day immediately following the Day of Notification in accordance with the rules and/or requirements prescribed by the Stock Exchange from time to time.

3.4 ***Entitlement***

Every Board Lot of CBBCs entitles the Holder to receive from the Issuer on the Settlement Date the Cash Settlement Amount (if any).

3.5 ***Cancellation***

Upon early expiration of the CBBCs at the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date, the Issuer will, with effect from the first Business Day following the MCE Valuation Date or the Expiry Date (as the case may be) remove the name of the Holder from the Register in respect of the number of CBBCs which have expired or exercised (as the case may be) and thereby cancel the relevant CBBCs and if applicable, the Global Certificate.

3.6 ***Exercise Expenses***

(a) Any Exercise Expenses which were not determined by the Issuer:

(i) during the MCE Valuation Period following the Mandatory Call Event; or

(ii) otherwise, on the Expiry Date (as the case may be), and were not deducted from the Cash Settlement Amount prior to delivery to the Holder in accordance with Product Condition 3.7, shall be notified to the Holder as soon as practicable after determination thereof by the Issuer and shall be paid by the Holder to the Issuer immediately upon demand.

(b) Holders shall note that they shall be responsible for additional costs and expenses in connection with any early expiration or exercise of the CBBCs including the Exercise Expenses which amount shall, to the extent necessary, be payable to the Issuer and collected from the Holders.

3.7 ***Cash Settlement***

Upon early expiration of the CBBCs following the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date (as the case may be), the Issuer will, in respect of every Board Lot, pay the Cash Settlement Amount (net of any Exercise Expenses) (if any) to the relevant Holder. If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount (net of any Exercise Expenses) (if any) will be despatched no later than the Settlement Date by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account.

If as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

3.8 ***Responsibility of Issuer, Guarantor and Sponsor***

None of the Issuer, the Guarantor, the Sponsor or their respective agents shall have any responsibility for any errors or omissions in the calculation and dissemination of any variables published by a third party and used in any calculation made pursuant to these Product Conditions or in the calculation of the Cash Settlement Amount arising from such errors or omissions.

The purchase of CBBCs does not confer on any Holder of such CBBCs any rights (whether in respect of voting, distributions or otherwise) in relation to the Units.

3.9 ***Liability of Issuer, Guarantor and Sponsor***

Exercise and settlement of the CBBCs is subject to all applicable laws, rules, regulations and guidelines in force at the relevant time and neither the Issuer, the Guarantor, nor the Sponsor shall incur any liability whatsoever if it is unable to effect the transactions contemplated, after using all reasonable efforts, as a result of any such laws, rules, regulations or guidelines. Neither the Issuer, the Guarantor, nor the Sponsor shall under any circumstances be liable for any acts or defaults of the CCASS in relation to the performance of its duties in relation to the CBBCs.

3.10 ***Trading***

Subject to Product Condition 3.3(b), trading in CBBCs on the Stock Exchange shall cease:

(a) immediately upon the occurrence of a Mandatory Call Event; or

(b) at the close of trading for the Trading Day immediately preceding the Expiry Date, whichever is the earlier.

4. Adjustments

4.1 ***Rights Issues***

If and whenever the Trust shall, by way of Rights (as defined below), offer new Units for subscription at a fixed subscription price to the holders of existing Units pro rata to existing holdings (a "**Rights Offer**"), the Entitlement will be adjusted to take effect on the Business Day ("**Rights Issue Adjustment Date**") on which trading in the Units becomes ex-entitlement in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor} \times E$$

Where:

$$\text{Adjustment Factor} = \frac{1 + M}{1 + (R/S) \times M}$$

E : Existing Entitlement immediately prior to the Rights Offer

S : Cum-Rights Unit price determined by the closing price on the Stock Exchange on the last Business Day on which Units are traded on a cum-Rights basis

R : Subscription price per Unit as specified in the Rights Offer plus an amount equal to any distributions or other benefits foregone to exercise the Rights

M : Number of new Unit(s) (whether a whole or a fraction) per existing Unit each holder thereof is entitled to subscribe

Provided that if the adjustment to be made would result in the Entitlement being changed by one per cent. or less, then no adjustment will be made to the Entitlement. In addition, the Issuer shall adjust the Strike Price and the Call Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Strike Price and the Call Price shall take effect on the Rights Issue Adjustment Date.

For the purposes of these Product Conditions:

"**Rights**" means the right(s) attached to each existing Unit or needed to acquire one new Unit (as the case may be) which are given to the holders of existing Units to subscribe at a fixed subscription price for new Units pursuant to the Rights Offer (whether by the exercise of one Right, a part of a Right or an aggregate number of Rights).

4.2 ***Bonus Issues***

If and whenever the Trust shall make an issue of Units credited as fully paid to the holders of Units generally (other than pursuant to a scrip distribution or similar scheme for the time being operated by the Trust or otherwise in lieu of a cash distribution and without any payment or other consideration being made or given by such holders) (a "**Bonus Issue**") the Entitlement will be increased on the Business Day ("**Bonus Issue Adjustment Date**") on which trading in the Units becomes ex-entitlement in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor} \times E$$

Where:

Adjustment Factor = 1 + N

E : Existing Entitlement immediately prior to the Bonus Issue

N : Number of additional Units (whether a whole or a fraction) received by a holder of existing Units for each Unit held prior to the Bonus Issue

Provided that if the adjustment to be made would result in the Entitlement being changed by one per cent. or less, then no adjustment will be made to the Entitlement. In addition, the Issuer shall adjust the Strike Price and the Call Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Strike Price and the Call Price shall take effect on the Bonus Issue Adjustment Date.

4.3 ***Subdivisions or Consolidations***

If and whenever the Trust shall subdivide its Units or any class of its outstanding Units into a greater number of units (a "**Subdivision**") or consolidate the Units or any class of its outstanding Units into a smaller number of units (a "**Consolidation**"), then:

(i) in the case of a Subdivision, the Entitlement in effect immediately prior thereto will be increased whereas the Strike Price and the Call Price (which shall be rounded to the nearest 0.001) will be decreased in the same ratio as the Subdivision; and

(ii) in the case of a Consolidation, the Entitlement in effect immediately prior thereto will be decreased whereas the Strike Price and the Call Price (which shall be rounded to the nearest 0.001) will be increased in the same ratio as the Consolidation,

in each case on the day on which the Subdivision or Consolidation (as the case may be) shall have taken effect.

4.4 ***Merger or Consolidation***

If it is announced that the Trust is to or may merge or consolidate with or into any other trust or corporation (including becoming, by agreement or otherwise, controlled by any person or corporation) (except where the Trust is the surviving entity in a merger) or that it is to or may sell or transfer all or substantially all of its assets, the rights attaching to the CBBCs may in the absolute discretion of the Issuer be amended no later than the Business Day preceding the consummation of such merger, consolidation, sale or transfer (each a "**Restructuring Event**") (as determined by the Issuer in its absolute discretion).

The rights attaching to the CBBCs after the adjustment shall, after such Restructuring Event, relate to the number of units of the trust(s) resulting from or surviving such Restructuring Event or other securities ("**Substituted Securities**") and/or cash offered in substitution for the affected Units, as the case may be, to which the holder of such number of Units to which the CBBCs related immediately before such Restructuring Event would have been entitled upon such Restructuring Event. Thereafter the provisions hereof shall apply to such Substituted Securities, provided that any Substituted Securities may, in the absolute discretion of the

Issuer, be deemed to be replaced by an amount in the relevant currency equal to the market value or, if no market value is available, fair value, of such Substituted Securities in each case as determined by the Issuer as soon as practicable after such Restructuring Event is effected.

For the avoidance of doubt, any remaining Units shall not be affected by this Product Condition 4.4 and, where cash is offered in substitution for Units or is deemed to replace Substituted Securities as described above, references in these Product Conditions to the Units shall include any such cash.

4.5 ***Cash Distribution***

No adjustment will be made for an ordinary cash distribution (whether or not it is offered with a scrip alternative) ("**Ordinary Distribution**"). For any other forms of cash distribution ("**Cash Distribution**") announced by the Trust, such as a cash bonus, special distribution or extraordinary distribution, no adjustment will be made unless the value of the Cash Distribution accounts for 2 per cent. or more of the Unit's closing price on the day of announcement by the Trust.

If and whenever the Trust shall make a Cash Distribution credited as fully paid to the holders of Units generally, the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Units becomes ex-entitlement in respect of the relevant Cash Distribution ("**Cash Distribution Adjustment Date**") in accordance with the following formula:

$$\text{Adjusted Entitlement} = \text{Adjustment Factor x E}$$

Where:

$$\text{Adjustment Factor} = \frac{S - OD}{S - OD - CD}$$

E : Existing Entitlement immediately prior to the Cash Distribution

S : The closing price of the Unit on the Stock Exchange on the Business Day immediately preceding the Cash Distribution Adjustment Date

CD : The Cash Distribution per Unit

OD : The Ordinary Distribution per Unit, provided that the date on which the Units are traded on an ex-Ordinary Distribution basis is the Cash Distribution Adjustment Date. For the avoidance of doubt, the OD shall be zero if the date on which the Units are traded on an ex-Ordinary Distribution basis is not the Cash Distribution Adjustment Date

In addition, the Issuer shall adjust the Strike Price and the Call Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Factor, where the reciprocal of the Adjustment Factor means one divided by the relevant Adjustment Factor. The adjustment to the Strike Price and the Call Price shall take effect on the Cash Distribution Adjustment Date.

5. Termination or Liquidation

In the event of a Termination, liquidation or dissolution of the trustee of the Trust (including any successor trustee appointed from time to time) ("**Trustee**") (in its capacity as trustee of the Trust) or the appointment of a liquidator, receiver or administrator or analogous person under Hong Kong law in respect of the whole or substantially the whole of the Trustee's undertaking, property or assets, all unexercised CBBCs will lapse and shall cease to be valid for any purpose. In the case of a Termination, the unexercised CBBCs will lapse and shall cease to be valid on the effective date of the Termination, in the case of voluntary liquidation, on the effective date of the relevant resolution and, in the case of an involuntary liquidation or dissolution, on the date of the relevant court order or, in the case of the appointment of a liquidator or receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of law.

For the purpose of this Product Condition 5, "**Termination**" means (i) the Trust is terminated, or the Trustee or the manager of the Trust (including any successor manager appointed from time to time) ("**Manager**") is required to terminate the Trust under the trust deed ("**Trust Deed**") constituting the Trust or applicable law, or the termination of the Trust commences; (ii) the Trust is held or is conceded by the Trustee or the Manager not to have been constituted or to have been imperfectly constituted; (iii) the Trustee ceases to be authorised under the Trust to hold the property of the Trust in its name and perform its obligations under the Trust Deed; or (iv) the Trust ceases to be authorised as an authorised collective investment scheme under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

6. Delisting

6.1 *Adjustments following delisting*

If at any time the Units cease to be listed on the Stock Exchange, the Issuer shall give effect to these Product Conditions in such manner and make such adjustments to the rights attaching to the CBBCs as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Holders generally are not materially prejudiced as a consequence of such delisting (without considering the individual circumstances of any Holder or the tax or other consequences that may result in any particular jurisdiction).

6.2 *Listing on another exchange*

Without prejudice to the generality of Product Condition 6.1, where the Units are, or, upon the delisting, become, listed on any other stock exchange, these Product Conditions may, in the absolute discretion of the Issuer, be amended to the extent necessary to allow for the substitution of that other stock exchange in place of the Stock Exchange and the Issuer may, without the consent of the Holders, make such adjustments to the entitlements of Holders on exercise (including, if appropriate, by converting foreign currency amounts at prevailing market rates into the relevant currency) as may be appropriate in the circumstances.

Sponsor

BNP Paribas Securities (Asia) Limited
59th-63rd Floors
Two International Finance Centre
8 Finance Street
Central, Hong Kong

APPENDIX 4 — A BRIEF GUIDE TO CREDIT RATINGS

Information set out in this Appendix 4 is based on, extracted or reproduced from the website of S&P at https://ratings.standardandpoors.com, the website of Moody's at https://www.moodys.com and the website of Fitch at https://www.fitchratings.com, as of 30 March 2015. Information appearing on those websites does not form part of this document, and we accept no responsibility for the accuracy or completeness of the information appearing on those websites, except that we have accurately extracted and reproduced such information in this Appendix 4 and take responsibility for such extraction and reproduction. We have not separately verified such information. There can be no assurance that such information will not be revised by the relevant rating agency in the future and we have no responsibility to notify you of such change. If you are unsure about any information provided in this Appendix 4 and/or what a credit rating means, you should seek independent professional advice.

What is a credit rating?

A credit rating is a forward looking opinion by a credit rating agency of a company's overall ability to meet its financial obligations. The focus is on the company's capacity to pay its debts as they become due. The rating does not necessarily apply to any specific obligation.

What do the credit ratings mean?

Below are guidelines issued by S&P, Moody's and Fitch on what each of their investment-grade ratings means as of 30 March 2015.

S&P long-term issuer credit ratings

AAA

An obligor rated 'AAA' has extremely strong capacity to meet its financial commitments. 'AAA' is the highest issuer credit rating assigned by S&P.

AA

An obligor rated 'AA' has very strong capacity to meet its financial commitments. It differs from the highest-rated obligors only to a small degree.

A

An obligor rated 'A' has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories.

BBB

An obligor rated 'BBB' has adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitments.

Plus (+) or minus (-)

The above ratings (except for 'AAA') may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

Please refer to https://ratings.standardandpoors.com/about/about-credit-ratings for further details.

Moody's long-term ratings definitions

Aaa

Obligations rated Aaa are judged to be of the highest quality, subject to the lowest level of credit risk.

Aa

Obligations rated Aa are judged to be of high quality and are subject to very low credit risk.

A

Obligations rated A are considered upper-medium grade and are subject to low credit risk.

Baa

Obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics.

Modifiers "1", "2" and "3"

Moody's appends numerical modifiers 1, 2 and 3 to each of the above generic rating classifications (except for Aaa). The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Please refer to https://www.moodys.com/Pages/amr002002.aspx for further details.

Fitch's long-term ratings definitions

AAA

Highest credit quality. 'AAA' ratings denote the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events.

AA

Very high credit quality. 'AA' ratings denote expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.

A

High credit quality. 'A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

BBB

Good credit quality. 'BBB' ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate but adverse business or economic conditions are more likely to impair this capacity.

Modifiers "+" and "-"

The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories. Such suffixes are not added to the 'AAA' long-term rating category.

Please refer to https://www.fitchratings.com/web_content/ratings/fitch_ratings_definitions_and_scales.pdf for further details.

Rating Outlooks

A rating outlook indicates the potential direction of a long-term credit rating over the intermediate term (for example, this is typically six months to two years for S&P, whereas for Fitch it is a one to two year period). A rating outlook issued by S&P or Moody's will usually indicate whether the potential direction is likely to be "positive", "negative", "stable" or "developing" whereas a rating outlook issued by Fitch will usually indicate whether the potential direction is likely to be "positive", "negative", "stable" or "evolving". Please refer to the abovementioned websites of the relevant credit rating agencies for further details regarding rating outlooks published by the relevant credit rating agencies.

APPENDIX 5 — AUDITORS' REPORT AND THE GUARANTOR'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

The information in this Appendix 5 is the Guarantor's Consolidated Financial Statements for the year ended 31 December 2014. Auditors' report and the Guarantor's Consolidated Financial Statements for the year ended 31 December 2014 are free English translations of the French original versions. References to page numbers on the following pages are to the page numbers of such Consolidated Financial Statements. We draw your attention to the fact that the information presented in Chapter 5 of the Guarantor's registration document and identified by the word "Audited", which is an integral part of the notes to the Guarantor's consolidated financial statements, is not included in the Base Listing Document. The Auditors' report only covers the Guarantor's consolidated financial statements as at December 31 2014 and for the year then ended, including the information referred to above which is an integral part of those financial statements.

BNP PARIBAS SA

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2014

Deloitte & Associés
185 avenue Charles de Gaulle
92524 Neuilly-sur-Seine Cedex

PricewaterhouseCoopers Audit
63 rue de Villiers
92208 Neuilly-sur-Seine Cedex

Mazars
61 rue Henri Regnault
92400 Courbevoie

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2014

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the consolidated financial statements and includes an explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

BNP Paribas SA
16 boulevard des Italiens
75009 Paris

To the Shareholders,

In compliance with the assignment entrusted to us by your General Shareholders' Meeting, we hereby report to you, for the year ended 31 December 2014, on:

– the audit of the accompanying consolidated financial statements of BNP Paribas SA;

– the justification of our assessments;

– the specific verification required by law.

These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

I – Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group at 31 December 2014 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Without qualifying our opinion, we draw your attention to the matters set out in (i) Note 3.g to the consolidated financial statements which outlines the costs related to the comprehensive settlement with US authorities, and (ii) Notes 1.a and 2 to the consolidated financial statements, which describe changes in accounting policies following the application of the amendment to IAS 32 relating to the offsetting of financial assets and financial liabilities, and of IFRS 10 – "Consolidated Financial Statements", IFRS 11 – "Joint Arrangements", IFRS 12 – "Disclosure of Interests in Other Entities", and the revised version of IAS 28 – "Investments in Associates and Joint Ventures".

II – Justification of our assessments

In accordance with the requirements of article L.823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

Impairment provisions for credit and counterparty risk

BNP Paribas SA records impairment provisions to cover the credit and counterparty risk inherent to its business as described in Notes 1.c.5, 3.f, 5.f, 5.g, 5.h and 5.q to the consolidated financial statements. We examined the control procedures applicable to identifying risk exposure, monitoring credit and counterparty risk, defining impairment testing methods and determining individual and portfolio-based impairment losses.

Measurement of financial instruments

BNP Paribas SA uses internal models and methodologies to value its positions on financial instruments which are not traded on active markets, as well as to determine certain provisions and assess whether hedging designations are appropriate. We examined the control procedures applicable to identifying inactive markets, verifying these models and determining the inputs used.

Impairment of available-for-sale assets

BNP Paribas SA recognises impairment losses on available-for-sale assets where there is objective evidence of a prolonged or significant decline in value, as described in Notes 1.c.5, 3.d and 5.c to the consolidated financial statements. We examined the control procedures relating to the identification of such evidence, the valuations of the most significant captions, and the estimates used, where applicable, to record impairment losses.

Technical reserves of insurance companies

BNP Paribas SA recognises technical reserves to hedge risks related to insurance contracts, as described in Notes 1.d.2, 3.e and 5.p to the consolidated financial statements. We examined the method adopted to measure these liabilities, as well as the main assumptions and inputs used.

Impairment related to goodwill

BNP Paribas SA carried out impairment tests on goodwill which led to the recording of impairment losses in 2014, as described in Notes 1.b.4 and 5.o to the consolidated financial statements. We examined the methods used to implement these tests as well as the main assumptions, inputs and estimates used, where applicable, to record impairment losses.

Deferred tax assets

BNP Paribas SA recognises deferred tax assets during the year, notably in respect of tax loss carryforwards, as described in Notes 1.k, 3.h and 5.k to the consolidated financial statements. We examined the main estimates and assumptions used to record the deferred tax assets.

Provisions for employee benefits

BNP Paribas SA raises provisions to cover its employee benefit obligations, as described in Notes 1.h, 5.q and 7.b to the consolidated financial statements. We examined the method adopted to measure these obligations, as well as the main assumptions and inputs used.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III – Specific verification

As required by law and in accordance with professional standards applicable in France, we have also verified the information presented in the Group's management report. We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Neuilly-sur-Seine and Courbevoie, 6 March 2015

The Statutory Auditors

Deloitte & Associés	PricewaterhouseCoopers Audit	Mazars
Damien Leurent	Etienne Boris	Hervé Hélias

CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2014

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CONSOLIDATED FINANCIAL STATEMENTS

Prepared in accordance with International Financial Reporting Standards as adopted by the European Union

The consolidated financial statements of the BNP Paribas Group are presented for the years ended 31 December 2014 and 31 December 2013. In accordance with Article 20.1 of Annex I of European Commission Regulation (EC) 809/2004, the consolidated financial statements for 2012 are provided in the registration document filed with the Autorité des marchés financiers on 7 March 2014 under number D.14-0123.

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

In millions of euros	Notes	Year to 31 Dec. 2014	Year to 31 Dec. 2013[1]
Interest income	3.a	38,707	36,967
Interest expense	3.a	(18,388)	(17,516)
Commission income	3.b	12,661	11,889
Commission expense	3.b	(5,273)	(5,044)
Net gain on financial instruments at fair value through profit or loss	3.c	4,631	4,602
Net gain on available-for-sale financial assets and other financial assets not measured at fair value	3.d	1,969	1,626
Income from other activities	3.e	35,760	34,113
Expense on other activities	3.e	(30,899)	(29,351)
REVENUES		**39,168**	**37,286**
Salary and employee benefit expense	7.a	(14,801)	(14,430)
Other operating expense		(10,159)	(9,357)
Depreciation, amortisation and impairment of property, plant and equipment and intangible assets	5.n	(1,566)	(1,530)
GROSS OPERATING INCOME		**12,642**	**11,969**
Cost of risk	3.f	(3,705)	(3,643)
Costs related to the comprehensive settlement with US authorities	3.g	(6,000)	(798)
OPERATING INCOME		**2,937**	**7,528**
Share of earnings of equity-method entities	5.m	408	537
Net gain on non-current assets		155	287
Goodwill	5.o	(351)	(251)
PRE-TAX INCOME		**3,149**	**8,101**
Corporate income tax	3.h	(2,642)	(2,680)
NET INCOME		**507**	**5,421**
Net income attributable to minority interests		350	603
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS		**157**	**4,818**
Basic earnings/(losses) per share	8.a	(0.07)	3.68
Diluted earnings/(losses) per share	8.a	(0.07)	3.67

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

STATEMENT OF NET INCOME AND CHANGES IN ASSETS AND LIABILITIES RECOGNISED DIRECTLY IN EQUITY

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[1]
Net income for the period	**507**	**5,421**
Changes in assets and liabilities recognised directly in equity	**3,914**	**(1,364)**
Items that are or may be reclassified to profit or loss	**4,288**	**(1,699)**
- Changes in exchange rate items	1,519	(1,368)
- Changes in fair value of available-for-sale financial assets, including those reclassified as loans and receivables	2,422	1,371
- Changes in fair value of available-for-sale financial assets reported in net income, including those reclassified as loans and receivables	(880)	(615)
- Changes in fair value of hedging instruments	704	(864)
- Changes in fair value of hedging instruments reported in net income	18	-
- Changes in equity-method investments	505	(223)
Items that will not be reclassified to profit or loss	**(374)**	**335**
- Remeasurement gains (losses) related to post-employment benefit plans	(355)	336
- Changes in equity-method investments	(19)	(1)
Total	**4,421**	**4,057**
- Attributable to equity shareholders	3,932	3,868
- Attributable to minority interests	489	189

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

BALANCE SHEET AT 31 DECEMBER 2014

In millions of euros	Notes	31 December 2014	31 December 2013[1]
ASSETS			
Cash and amounts due from central banks		117,473	100,787
Financial instruments at fair value through profit or loss			
Trading securities	5.a	156,546	157,735
Loans and repurchase agreements	5.a	165,776	152,036
Instruments designated as at fair value through profit or loss	5.a	78,827	68,185
Derivative financial instruments	5.a	412,498	305,755
Derivatives used for hedging purposes	5.b	19,766	8,368
Available-for-sale financial assets	5.c	252,292	199,056
Loans and receivables due from credit institutions	5.f	43,348	57,545
Loans and receivables due from customers	5.g	657,403	612,455
Remeasurement adjustment on interest-rate risk hedged portfolios		5,603	3,568
Held-to-maturity financial assets	5.j	8,965	9,881
Current and deferred tax assets	5.k	8,629	8,850
Accrued income and other assets	5.l	110,088	88,656
Equity-method investments	5.m	7,371	6,561
Investment property	5.n	1,614	1,772
Property, plant and equipment	5.n	18,032	16,929
Intangible assets	5.n	2,951	2,537
Goodwill	5.o	10,577	9,846
TOTAL ASSETS		**2,077,759**	**1,810,522**
LIABILITIES			
Due to central banks		1,680	662
Financial instruments at fair value through profit or loss			
Trading securities	5.a	78,912	69,792
Borrowings and repurchase agreements	5.a	196,733	202,662
Instruments designated as at fair value through profit or loss	5.a	57,632	47,342
Derivative financial instruments	5.a	410,250	301,439
Derivatives used for hedging purposes	5.b	22,993	12,139
Due to credit institutions	5.f	90,352	84,594
Due to customers	5.g	641,549	553,497
Debt securities	5.i	187,074	186,686
Remeasurement adjustment on interest-rate risk hedged portfolios		4,765	924
Current and deferred tax liabilities	5.k	2,893	2,477
Accrued expenses and other liabilities	5.l	87,798	78,381
Technical reserves of insurance companies	5.p	175,214	155,226
Provisions for contingencies and charges	5.q	12,337	11,922
Subordinated debt	5.i	13,936	11,824
TOTAL LIABILITIES		**1,984,118**	**1,719,567**
CONSOLIDATED EQUITY			
Share capital, additional paid-in capital and retained earnings		*83,162*	*80,672*
Net income for the period attributable to shareholders		*157*	*4,818*
Total capital, retained earnings and net income for the period attributable to shareholders		83,319	85,490
Changes in assets and liabilities recognised directly in equity		6,091	1,943
Shareholders' equity		**89,410**	**87,433**
Retained earnings and net income for the period attributable to minority interests		4,097	3,528
Changes in assets and liabilities recognised directly in equity		134	(6)
Total minority interests		**4,231**	**3,522**
TOTAL CONSOLIDATED EQUITY		**93,641**	**90,955**
TOTAL LIABILITIES AND EQUITY		**2,077,759**	**1,810,522**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

In millions of euros	Notes	Year to 31 Dec. 2014	Year to 31 Dec. 2013[1]
Pre-tax income		**3,149**	**8,101**
Non-monetary items included in pre-tax net income and other adjustments		**9,398**	**8,623**
Net depreciation/amortisation expense on property, plant and equipment and intangible assets		3,442	3,419
Impairment of goodwill and other non-current assets		361	166
Net addition to provisions		12,385	10,560
Share of earnings of equity-method entities		(408)	(537)
Net expense from investing activities		47	85
Net expense (income) from financing activities		40	(89)
Other movements		(6,469)	(4,981)
Net increase (decrease) in cash related to assets and liabilities generated by operating activities		**3,988**	**(7,275)**
Net increase (decrease) in cash related to transactions with credit institutions		10,875	(34,986)
Net increase in cash related to transactions with customers		46,407	45,323
Net decrease in cash related to transactions involving other financial assets and liabilities		(48,000)	(12,675)
Net decrease in cash related to transactions involving non-financial assets and liabilities		(2,911)	(2,118)
Taxes paid		(2,383)	(2,819)
NET INCREASE IN CASH AND EQUIVALENTS GENERATED BY OPERATING ACTIVITIES		**16,535**	**9,449**
Net increase (decrease) in cash related to acquisitions and disposals of consolidated entities		(1,331)	1,405
Net decrease related to property, plant and equipment and intangible assets		(1,727)	(1,434)
NET DECREASE IN CASH AND EQUIVALENTS RELATED TO INVESTING ACTIVITIES		**(3,058)**	**(29)**
Decrease in cash and equivalents related to transactions with shareholders		(1,715)	(2,241)
Decrease in cash and equivalents generated by other financing activities		(2,126)	(3,406)
NET DECREASE IN CASH AND EQUIVALENTS RELATED TO FINANCING ACTIVITIES		**(3,841)**	**(5,647)**
EFFECT OF MOVEMENT IN EXCHANGE RATES ON CASH AND EQUIVALENTS		**4,600**	**(4,827)**
NET INCREASE (DECREASE) IN CASH AND EQUIVALENTS		**14,236**	**(1,054)**
Balance of cash and equivalent accounts at the start of the period		**97,755**	**98,809**
Cash and amounts due from central banks		100,787	101,701
Due to central banks		(662)	(1,532)
On demand deposits with credit institutions	5.f	7,239	8,595
On demand loans from credit institutions	5.f	(9,485)	(9,679)
Deduction of receivables and accrued interest on cash and equivalents		(124)	(276)
Balance of cash and equivalent accounts at the end of the period		**111,991**	**97,755**
Cash and amounts due from central banks		117,473	100,787
Due to central banks		(1,680)	(662)
On demand deposits with credit institutions	5.f	7,924	7,239
On demand loans from credit institutions	5.f	(11,618)	(9,485)
Deduction of receivables and accrued interest on cash and equivalents		(108)	(124)
NET INCREASE (DECREASE) IN CASH AND EQUIVALENTS		**14,236**	**(1,054)**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

STATEMENT OF CHANGES IN SHAREHOLDERS'

	Capital and retained earnings						
	Attributable to shareholders				Minority interests		
In millions of euros	Share capital and additional paid-in capital	Undated Super Subordinated Notes	Non-distributed reserves	Total	Capital and retained earnings	Preferred shares eligible as Tier 1 capital	Total
Capital and retained earnings at 31 December 2012 (before IFRS 10 and 11)	**26,714**	**7,241**	**48,263**	**82,218**	**7,409**	**752**	**8,161**
Impact of IFRS 10 and IFRS 11			(151)	(151)	(54)	(67)	(121)
Capital and retained earnings at 1 January 2013 (1)	**26,714**	**7,241**	**48,112**	**82,067**	**7,355**	**685**	**8,040**
Appropriation of net income for 2012			**(1,863)**	**(1,863)**	**(171)**		**(171)**
Increases in capital and issues	108			108			
Reduction in capital		(649)	(1)	(650)		(685)	(685)
Movements in own equity instruments	(9)	22	(90)	(77)			
Share-based payment plans			49	49			
Remuneration on preferred shares and undated super subordinated notes			(266)	(266)	(39)		(39)
Impact of internal transactions on minority shareholders (note 8.d)			78	78	(83)		(83)
Movements in consolidation scope impacting minority shareholders			(16)	(16)	(15)		(15)
Acquisitions of additional interests or partial sales of interests (note 8.d)			911	911	(4,161)		(4,161)
Changes in commitments to repurchase minority shareholders' interests			(1)	(1)	(8)		(8)
Other movements	(1)			(1)	55		55
Changes in assets and liabilities recognised directly in equity (1)			333	333	2		2
Net income for 2013			**4,818**	**4,818**	**603**		**603**
Interim dividend payments					(10)		(10)
Capital and retained earnings at 31 December 2013 (1)	**26,812**	**6,614**	**52,064**	**85,490**	**3,528**		**3,528**
Appropriation of net income for 2013			**(1,866)**	**(1,866)**	**(107)**		**(107)**
Increases in capital and issues	53			53			
Reduction in capital	(30)			(30)			
Movements in own equity instruments	136	(25)	(121)	(10)			
Share-based payment plans			19	19			
Remuneration on preferred shares and undated super subordinated notes			(238)	(238)	(1)		(1)
Impact of internal transactions on minority shareholders (note 8.d)							
Movements in consolidation scope impacting minority shareholders					367	73	440
Acquisitions of additional interests or partial sales of interests (note 8.d)			12	12	21		21
Changes in commitments to repurchase minority shareholders' interests			77	77	(130)		(130)
Other movements			28	28	(3)		(3)
Changes in assets and liabilities recognised directly in equity			(373)	(373)	(1)		(1)
Net income for 2014			**157**	**157**	**350**		**350**
Capital and retained earnings at 31 December 2014	**26,971**	**6,589**	**49,759**	**83,319**	**4,024**	**73**	**4,097**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

EQUITY BETWEEN 1 JAN. 2013 AND 31 DEC. 2014

Changes in assets and liabilities recognised directly in equity					Total equity
Attributable to shareholders				Minority interests	
Exchange rates	Financial assets available for sale and reclassified as loans and receivables	Derivatives used for hedging purposes	Total		
(501)	**2,149**	**1,578**	**3,226**	**412**	**94,017**
				(2)	(274)
(501)	**2,149**	**1,578**	**3,226**	**410**	**93,743**
					(2,034)
					108
					(1,335)
					(77)
					49
					(305)
					(5)
					(31)
					(3,250)
					(9)
					54
(1,378)	861	(766)	(1,283)	(416)	(1,364)
					5,421
					(10)
(1,879)	**3,010**	**812**	**1,943**	**(6)**	**90,955**
					(1,973)
					53
					(30)
					(10)
					19
					(239)
					440
					33
					(53)
					25
1,588	1,855	705	4,148	140	3,914
					507
(291)	**4,865**	**1,517**	**6,091**	**134**	**93,641**

NOTES TO THE FINANCIAL STATEMENTS

Prepared in accordance with International Financial Reporting Standards as adopted by the European Union

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES APPLIED BY THE BNP PARIBAS GROUP

1.a APPLICABLE ACCOUNTING STANDARDS

The consolidated financial statements of the BNP Paribas Group have been prepared in accordance with international accounting standards (International Financial Reporting Standards – IFRS), as adopted for use in the European Union[1]. Accordingly, certain provisions of IAS 39 on hedge accounting have been excluded, and the application of IFRIC 21 "Levies" (adopted by the European Union on 14 June 2014) will be mandatory only for annual reporting periods beginning on or after 17 June 2014.

As of 1 January 2014, the Group has applied IFRS 10 "Consolidated Financial Statements", IFRS 11 "Joint Arrangements", IFRS 12 "Disclosure of Interests in Other Entities", the amended IAS 28 "Investments in Associates and Joint Ventures" and the amendment to IAS 32 "Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities", adopted on 29 December 2012 by the European Union. As these standards and amendments have a retrospective effect, the comparative financial statements as at 1 January and 31 December 2013 have been restated as presented in note 2.

The introduction of the other standards which are mandatory as of 1 January 2014 has no effect on the 2014 financial statements.

The Group did not choose to early-adopt the new standards, amendments, and interpretations adopted by the European Union, whose application in 2014 was optional.

The Group will apply the IFRIC 21 "Levies" interpretation in the consolidated financial statements as of 1 January 2015. The application of this interpretation as at 31 December 2014 would have triggered an estimated increase of EUR 49 million in shareholders' equity, including a non-material impact on the 2014 net income after tax.

Information on the nature and extent of risks relating to financial instruments as required by IFRS 7 "Financial Instruments: Disclosures" and to insurance contracts as required by IFRS 4 "Insurance Contracts", along with information on regulatory capital required by IAS 1 "Presentation of Financial Statements" is presented in Chapter 5 of the Registration document. This information, which is an integral part of the notes to the BNP Paribas Group's consolidated financial statements, is covered by the opinion of the Statutory Auditors concerning the consolidated financial statements, and is identified in the Annual Report by the word "Audited".

The Group did not change its accounting principles following the asset quality review (AQR) performed by the European Central Bank in 2014.

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(1) The full set of standards adopted for use in the European Union can be found on the website of the European Commission at: http://ec.europa.eu/internal_market/accounting/ias_en.htm#adopted-commission.

1.b CONSOLIDATION

1.b.1 SCOPE OF CONSOLIDATION

The consolidated financial statements of BNP Paribas include entities that are controlled by the Group, jointly controlled, and under significant influence, with the exception of those entities whose consolidation is regarded as immaterial to the Group. The consolidation of an entity is regarded as immaterial if its contribution to the consolidated financial statements is below the following three thresholds: EUR 15 million of consolidated revenues, EUR 1 million of consolidated net income before tax, EUR 500 million of total consolidated assets. Companies that hold shares in consolidated companies are also consolidated.

Subsidiaries are consolidated from the date on which the Group obtains effective control. Entities under temporary control are included in the consolidated financial statements until the date of disposal.

1.b.2 CONSOLIDATION METHODS

Controlled enterprises are fully consolidated. The Group controls a subsidiary when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

For entities governed by voting rights, the Group generally controls the entity if it directly or indirectly holds the majority of voting rights and if there are no other agreements altering the power of these voting rights.

For structured entities defined as entities that are not governed by voting rights, such as when those voting rights relate to administrative tasks only, whereas the relevant activities are directed by means of contractual arrangements, the analysis of control shall consider the purpose and design of the entity, the risks to which the entity is designed to be exposed and to what extent the Group absorbs the related variability. The assessment of control shall consider all facts and circumstances able to determine the Group's practical ability to make decisions that could significantly affect its returns, even if such decisions are contingent on uncertain future events or circumstances.

In assessing whether it has power, the Group considers only substantive rights which it holds or which are held by third parties. For a right to be substantive, the holder must have the practical ability to exercise that right when decisions about the relevant activities of the entity need to be made.

Control shall be reassessed if facts and circumstances indicate that there are changes to one or more of the elements of control.

Where the Group contractually holds the decision-making power, for instance where the Group acts as fund manager, it shall determine whether it is acting as agent or principal. Indeed, when associated with a certain level of exposure to the variability of returns, this decision-making power may indicate that the Group is acting on its own account and that it thus has control over those entities.

Where the Group carries out an activity with one or more partners, sharing control by virtue of a contractual agreement which requires unanimous consent on relevant activities (those that significantly affect the entity’s returns), the Group exercises joint control over the activity. Where the jointly controlled activity is structured through a separate vehicle in which the partners have rights to the net assets, this joint venture is accounted for using the equity method. Where the jointly controlled activity is not structured through a separate vehicle or where the partners have rights to the assets and obligations for the liabilities of the jointly controlled activity, the Group accounts for its share of the assets, liabilities, revenues and expenses in accordance with the applicable IFRSs.

Enterprises over which the Group exercises significant influence (associates) are accounted for by the equity method. Significant influence is the power to participate in the financial and operating policy decisions of an enterprise without exercising control. Significant influence is presumed to exist when the Group holds, directly or indirectly, 20% or more of the voting power of an enterprise. Interests of less than 20% are excluded from consolidation unless they represent a strategic investment and the Group effectively exercises significant influence. This applies to companies developed in partnership with other groups, where the BNP Paribas Group participates in strategic decisions of the enterprise through representation on the Board of Directors or equivalent governing body, exercises influence over the enterprise's operational management by supplying management systems or senior managers, or provides technical assistance to support the enterprise's development.

Changes in the net assets of associates (companies accounted for under the equity method) are recognised on the assets side of the balance sheet under "Investments in equity-method entities" and in the relevant component of shareholders' equity. Goodwill on associates is also included under "Investments in equity-method entities".

Whenever there is an indication of impairment, the carrying amount of the investment consolidated under the equity method (including goodwill) is subjected to an impairment test, by comparing its recoverable value (the higher of value-in-use and market value less costs to sell) to its carrying amount. Where appropriate, impairment is recognised under "Share of earnings of equity-method entities" in the consolidated income statement and can be reversed at a later date.

If the Group's share of losses of an equity-method entity equals or exceeds the carrying amount of its investment in this entity, the Group discontinues including its share of further losses. The investment is reported at nil value. Additional losses of the equity-method entity are provided for only to the extent that the Group has a legal or constructive obligation to do so, or has made payments on behalf of this entity.

Minority interests are presented separately in the consolidated profit and loss account and balance sheet within consolidated equity. The calculation of minority interests takes into account the outstanding cumulative preferred shares classified as equity instruments issued by subsidiaries, when such shares are held outside the Group.

As regards fully consolidated funds, units held by third-party investors are recognised as debts at fair value through profit or loss, inasmuch as they are redeemable at market value at the subscriber's initiative.

For transactions resulting in a loss of control, any equity interest retained by the Group is remeasured at its fair value through profit or loss.

Realised gains and losses on investments in consolidated undertakings are recognised in the profit and loss account under "Net gain on non-current assets".

1.b.3 CONSOLIDATION PROCEDURES

The consolidated financial statements are prepared using uniform accounting policies for reporting like transactions and other events in similar circumstances.

- **Elimination of intragroup balances and transactions**

Intragroup balances arising from transactions between consolidated enterprises, and the transactions themselves (including income, expenses and dividends), are eliminated. Profits and losses arising from intragroup sales of assets are eliminated, except where there is an indication that the asset sold is impaired. Unrealised gains and losses included in the value of available-for-sale assets are maintained in the consolidated financial statements.

- **Translation of financial statements expressed in foreign currencies**

The consolidated financial statements of BNP Paribas are prepared in euros.

The financial statements of enterprises whose functional currency is not the euro are translated using the closing rate method. Under this method, all assets and liabilities, both monetary and non-monetary, are translated using the spot exchange rate at the balance sheet date. Income and expense items are translated at the average rate for the period.

The same method is applied to the financial statements of enterprises located in hyperinflationary economies, after adjusting for the effects of inflation by applying a general price index.

Differences arising from the translation of balance sheet items and profit and loss items are recorded in shareholders' equity under "Exchange rates" for the portion attributable to shareholders, and in "Minority interests" for the portion attributable to outside investors. Under the optional treatment permitted by IFRS 1, the Group has reset to zero all translation differences, by booking all cumulative translation differences attributable to shareholders and to minority interests in the opening balance sheet at 1 January 2004 to retained earnings.

On liquidation or disposal of some or all of an interest held in a foreign enterprise located outside the euro zone, leading to a change in the nature of the investment (loss of control, loss of significant influence or loss of joint control without keeping a significant influence), the cumulative translation adjustment at the date of liquidation or sale, determined according to the step method, is recognised in the profit and loss account.

Should the interest percentage held change without any modification in the nature of the investment, the translation adjustment is reallocated between the portion attributable to shareholders and that attributable to minority interests, if the enterprise is fully consolidated. For enterprises consolidated under the equity method, the portion related to the interest sold is recognised in the profit and loss account.

1.b.4 BUSINESS COMBINATIONS AND MEASUREMENT OF GOODWILL

- **Business combinations**

Business combinations are accounted for using the purchase method.

Under this method, the acquiree's identifiable assets and liabilities assumed are measured at fair value at the acquisition date except for non-current assets classified as assets held for sale, which are accounted for at fair value less costs to sell.

The acquiree's contingent liabilities are not recognised in the consolidated balance sheet unless they represent a present obligation on the acquisition date and their fair value can be measured reliably.

The cost of a business combination is the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued to obtain control of the acquiree. Costs directly attributable to the business combination are treated as a separate transaction and recognised through profit or loss.

Any contingent consideration is included in the cost, as soon as control is obtained, at fair value on the date when control was acquired. Subsequent changes in the value of any contingent consideration recognised as a financial liability are recognised through profit or loss.

The Group may recognise any adjustments to the provisional accounting within 12 months of the acquisition date.

Goodwill represents the difference between the cost of the combination and the acquirer's interest in the net fair value of the identifiable assets and liabilities of the acquiree at the acquisition date. Positive goodwill is recognised in the acquirer's balance sheet, while negative goodwill is recognised immediately in profit or loss, on the acquisition date. Minority interests are measured at their share of the fair value of the acquiree's identifiable assets and liabilities. However, for each business combination, the Group can elect to measure minority interests at fair value, in which case a proportion of goodwill is allocated to them. To date, the Group has never used this latter option.

Goodwill is recognised in the functional currency of the acquiree and translated at the closing exchange rate.

On the acquisition date, any previously held equity interest in the acquiree is remeasured at its fair value through profit or loss. In the case of a step acquisition, the goodwill is therefore determined by reference to the acquisition-date fair value.

Since the revised IFRS 3 is applied prospectively, business combinations completed prior to 1 January 2010 were not restated for the effects of changes to IFRS 3.

As permitted under IFRS 1, business combinations that took place before 1 January 2004 and were recorded in accordance with the previously applicable accounting standards (French GAAP), have not been restated in accordance with the principles of IFRS 3.

- **Measurement of goodwill**

The BNP Paribas Group tests goodwill for impairment on a regular basis.

- Cash-generating units

The BNP Paribas Group has split all its activities into cash-generating units[2] representing major business lines. This split is consistent with the Group's organisational structure and management methods, and reflects the independence of each unit in terms of results and management approach. It is reviewed on a regular basis in order to take account of events likely to affect the composition of cash-generating units, such as acquisitions, disposals and major reorganisations.

- Testing cash-generating units for impairment

Goodwill allocated to cash-generating units is tested for impairment annually and whenever there is an indication that a unit may be impaired, by comparing the carrying amount of the unit with its recoverable amount. If the recoverable amount is less than the carrying amount, an irreversible impairment loss is recognised, and the goodwill is written down by the excess of the carrying amount of the unit over its recoverable amount.

- Recoverable amount of a cash-generating unit

The recoverable amount of a cash-generating unit is the higher of the fair value of the unit less costs to sell, and its value in use.

Fair value is the price that would be obtained from selling the unit at the market conditions prevailing at the date of measurement, as determined mainly by reference to actual prices of recent transactions involving similar entities or on the basis of stock market multiples for comparable companies.

Value in use is based on an estimate of the future cash flows to be generated by the cash-generating unit, derived from the annual forecasts prepared by the unit's management and approved by Group Executive Management, and from analyses of changes in the relative positioning of the unit's activities on their market. These cash flows are discounted at a rate that reflects the return that investors would require from an investment in the business sector and region involved.

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(2) As defined by IAS 36.

1.c FINANCIAL ASSETS AND FINANCIAL LIABILITIES

1.c.1 LOANS AND RECEIVABLES

Loans and receivables include credit provided by the Group, the Group's share in syndicated loans, and purchased loans that are not quoted in an active market, unless they are held for trading purposes. Loans that are quoted in an active market are classified as "Available-for-sale financial assets" and measured using the methods applicable to this category.

Loans and receivables are initially measured at fair value or equivalent, which is usually the net amount disbursed at inception including directly attributable origination costs and certain types of fees or commission (syndication commission, commitment fees and handling charges) that are regarded as an adjustment to the effective interest rate on the loan.

Loans and receivables are subsequently measured at amortised cost. The income from the loan, representing interest plus transaction costs and fees/commission included in the initial value of the loan, is calculated using the effective interest method and taken to profit or loss over the life of the loan.

Commission earned on financing commitments prior to the inception of a loan is deferred and included in the value of the loan when the loan is made.

Commission earned on financing commitments when the probability of drawdown is low, or when there is uncertainty as to the timing and amount of drawdowns, is recognised on a straight-line basis over the life of the commitment.

1.c.2 REGULATED SAVINGS AND LOAN CONTRACTS

Home savings accounts (*Comptes Épargne-Logement* – "CEL") and home savings plans *(Plans d'Épargne Logement* – "PEL") are government-regulated retail products sold in France. They combine a savings phase and a loan phase which are inseparable, with the loan phase contingent upon the savings phase.

These products contain two types of obligations for BNP Paribas: an obligation to pay interest on the savings for an indefinite period, at a rate set by the government at the inception of the contract (in the case of PEL products) or at a rate reset every six months using an indexation formula set by law (in the case of CEL products); and an obligation to lend to the customer (at the customer's option) an amount contingent upon the rights acquired during the savings phase, at a rate set at the inception of the contract (in the case of PEL products) or at a rate contingent upon the savings phase (in the case of CEL products).

The Group's future obligations with respect to each generation (in the case of PEL products, a generation comprises all products with the same interest rate at inception; in the case of CEL products, all such products constitute a single generation) are measured by discounting potential future earnings from at-risk outstandings for that generation.

At-risk outstandings are estimated on the basis of a historical analysis of customer behaviour, and are equivalent to:

- for the loan phase: statistically probable loans outstanding and actual loans outstanding;
- for the savings phase: the difference between statistically probable outstandings and minimum expected outstandings, with minimum expected outstandings being deemed equivalent to unconditional term deposits.

Earnings for future periods from the savings phase are estimated as the difference between the reinvestment rate and the fixed savings interest rate on at-risk savings outstanding for the period in question. Earnings for future periods from the loan phase are estimated as the difference between the refinancing rate and the fixed loan interest rate on at-risk loans outstanding for the period in question.

The reinvestment rate for savings and the refinancing rate for loans are derived from the swap yield curve and from the spreads expected on financial instruments of similar type and maturity. Spreads are determined on the basis of actual spreads on fixed rate home loans in the case of the loan phase and products offered to individual clients in the case of the savings phase. In order to reflect the uncertainty of future interest rate trends, and the impact of such trends on customer behaviour models and on at-risk outstandings, the obligations are estimated using the Monte-Carlo method.

Where the sum of the Group's estimated future obligations with respect to the savings and loan phases of any generation of contracts indicates a potentially unfavourable situation for the Group, a provision is recognised (with no offset between generations) in the balance sheet in "Provisions for contingencies and charges". Movements in this provision are recognised as interest income in the profit and loss account.

1.c.3 SECURITIES

- **Categories of securities**

Securities held by the Group are classified into one of four categories.

- Financial assets at fair value through profit or loss

Apart from derivative instruments, financial assets at fair value through profit or loss are composed of:

- financial assets held for trading purposes;
- financial assets that the Group has designated, on initial recognition, at fair value through profit or loss using the fair value option available under IAS 39. The conditions for applying the fair value option are set out in section 1.c.11.

Securities in this category are measured at fair value at the balance sheet date. Transaction costs are directly posted in the profit and loss account. Changes in fair value (excluding accrued interest on fixed-income securities) are presented in the profit and loss account under "Net gain/loss on financial instruments at fair value through profit or loss", along with dividends from variable-income securities and realised gains and losses on disposal.

Income earned on fixed-income securities classified into this category is shown under "Interest income" in the profit and loss account.

Fair value incorporates an assessment of the counterparty risk on these securities.

- Loans and receivables

Securities with fixed or determinable payments that are not traded on an active market, apart from securities for which the owner may not recover almost all of its initial investment due to reasons other than credit deterioration, are classified as "Loans and receivables" if they do not meet the criteria to be classified as "Financial assets at fair value through profit or loss". These securities are measured and recognised as described in section 1.c.1.

- Held-to-maturity financial assets

Held-to-maturity financial assets are investments with fixed or determinable payments and fixed maturity that the Group has the intention and ability to hold until maturity. Hedges contracted to cover assets in this category against interest rate risk do not qualify for hedge accounting as defined in IAS 39.

Assets in this category are accounted for at amortised cost using the effective interest method, which builds in amortisation of premium and discount (corresponding to the difference between the purchase price and redemption value of the asset) and acquisition costs (where material). Income earned from this category of assets is included in “Interest income” in the profit and loss account.

- Available-for-sale financial assets

Available-for-sale financial assets are fixed-income and variable-income securities other than those classified as “fair value through profit or loss” or “held-to-maturity” or “loans and receivables”.

Assets included in the available-for-sale category are initially recorded at fair value, plus transaction costs where material. At the balance sheet date, they are remeasured at fair value, with changes in fair value (excluding accrued interest) shown on a separate line in shareholders’ equity. Upon disposal, these unrealised gains and losses are transferred from shareholders’ equity to the profit and loss account, where they are shown on the line “Net gain/loss on available-for-sale financial assets”. The same applies in the event of impairment.

Income recognised using the effective interest method for fixed-income available-for-sale securities is recorded under “Interest income” in the profit and loss account. Dividend income from variable-income securities is recognised under “Net gain/loss on available-for-sale financial assets” when the Group’s right to receive payment is established.

- **Repurchase agreements and securities lending/borrowing**

Securities temporarily sold under repurchase agreements continue to be recorded in the Group’s balance sheet in the category of securities to which they belong. The corresponding liability is recognised in the appropriate debt category on the balance sheet except in the case of repurchase agreements contracted for trading purposes where the corresponding liability is classified under “Financial liabilities at fair value through profit or loss”.

Securities temporarily acquired under reverse repurchase agreements are not recognised in the Group’s balance sheet. The corresponding receivable is recognised under “Loans and receivables” except in the case of reverse repurchase agreements contracted for trading purposes, where the corresponding receivable is recognised under “Financial assets at fair value through profit or loss”.

Securities lending transactions do not result in derecognition of the lent securities, and securities borrowing transactions do not result in recognition of the borrowed securities on the balance sheet. In cases where the borrowed securities are subsequently sold by the Group, the obligation to deliver the borrowed securities on maturity is recognised on the balance sheet under “Financial liabilities at fair value through profit or loss”.

- **Date of recognition for securities transactions**

Securities classified as at fair value through profit or loss, held-to-maturity or available-for-sale financial assets are recognised at the trade date.

Regardless of their classification (at fair value through profit or loss, loans and receivables or debt), temporary sales of securities as well as sales of borrowed securities are initially recognised at the settlement date. For reverse repurchase agreements and repurchase agreements, a financing commitment, respectively given and received, is recognized between the trade date and the settlement date when the transactions are recognised, respectively, as "Loans and receivables" and "Liabilities". When reverse repurchase agreements and repurchase agreements are recognised, respectively, as "Financial assets at fair value through profit or loss" and "Financial liabilities at fair value through profit or loss", the repurchase commitment is recognised as a derivative financial instrument.

Securities transactions are carried on the balance sheet until the Group's rights to receive the related cash flows expire, or until the Group has substantially transferred all the risks and rewards related to ownership of the securities.

1.c.4 FOREIGN CURRENCY TRANSACTIONS

The methods used to account for assets and liabilities relating to foreign currency transactions entered into by the Group, and to measure the foreign exchange risk arising on such transactions, depend on whether the asset or liability in question is classified as a monetary or a non-monetary item.

- Monetary assets and liabilities[3] expressed in foreign currencies

Monetary assets and liabilities expressed in foreign currencies are translated into the functional currency of the relevant Group entity at the closing rate. Translation differences are recognised in the profit and loss account, except for those arising from financial instruments designated as a cash flow hedge or a net foreign investment hedge, which are recognised in shareholders' equity.

- Non-monetary assets and liabilities expressed in foreign currencies

Non-monetary assets may be measured either at historical cost or at fair value. Non-monetary assets expressed in foreign currencies are translated using the exchange rate at the date of the transaction if they are measured at historical cost, and at the closing rate if they are measured at fair value.

Translation differences on non-monetary assets expressed in foreign currencies and measured at fair value (variable-income securities) are recognised in the profit and loss account if the asset is classified under "Financial assets at fair value through profit or loss", and in shareholders' equity if the asset is classified under "Available-for-sale financial assets", unless the financial asset in question is designated as an item hedged against foreign exchange risk in a fair value hedging relationship, in which case the translation difference is recognised in the profit and loss account.

1.c.5 IMPAIRMENT AND RESTRUCTURING OF FINANCIAL ASSETS

- **Doubtful assets**

Doubtful assets are defined as assets where the Bank considers that there is a risk that the debtors will be unable to honour all or part of their commitments.

- **Impairment of loans and receivables and held-to-maturity financial assets, provisions for financing and guarantee commitments**

An impairment loss is recognised against loans and held-to-maturity financial assets where (i) there is objective evidence of a decrease in value as a result of an event occurring after inception of the loan or acquisition of the asset; (ii) the event affects the amount or timing of future cash flows; and (iii) the consequences of the event can be reliably measured. Loans are initially assessed for evidence of impairment on an individual basis, and subsequently on a portfolio basis. Similar principles are applied

(3) Monetary assets and liabilities are assets and liabilities to be received or paid in fixed or determinable amounts of cash.

to financing and guarantee commitments given by the Group, with the probability of drawdown taken into account in any assessment of financing commitments.

At an individual level, objective evidence that a financial asset is impaired includes observable data regarding the following events:

- the existence of accounts that are more than three months past due (six months past due for real estate loans and loans to local authorities);
- knowledge or indications that the borrower meets significant financial difficulty, such that a risk can be considered to have arisen regardless of whether the borrower has missed any payments;
- concessions with respect to the credit terms granted to the borrower that the lender would not have considered had the borrower not been meeting financial difficulty (see section "Restructuring of assets classified as "Loans and receivables"").

The amount of the impairment is the difference between the carrying amount before impairment and the present value, discounted at the original effective interest rate of the asset, of those components (principal, interest, collateral, etc.) regarded as recoverable. Changes in the amount of impairment losses are recognised in the profit and loss account under "Cost of risk". Any subsequent decrease in an impairment loss that can be related objectively to an event occurring after the impairment loss was recognised is credited to the profit and loss account, also under "Cost of risk". Once an asset has been impaired, the theoretical income earned on the carrying amount of the asset calculated at the original effective interest rate used to discount the estimated recoverable cash flows is recognised under "Interest income" in the profit and loss account.

Impairment losses on loans and receivables are usually recorded in a separate provision account which reduces the amount for which the loan or receivable was recorded in assets upon initial recognition. Provisions relating to off-balance sheet financial instruments, financing and guarantee commitments or disputes are recognised in liabilities. Impaired receivables are written off in whole or in part and the corresponding provision is reversed for the amount of the loss when all other means available to the Bank for recovering the receivables or guarantees have failed, or when all or part of the receivables have been waived.

Counterparties that are not individually impaired are risk-assessed on a portfolio basis with similar characteristics. This assessment draws upon an internal rating system based on historical data, adjusted as necessary to reflect circumstances prevailing at the balance sheet date. It enables the Group to identify groups of counterparties which, as a result of events occurring since inception of the loans, have collectively acquired a probability of default at maturity that provides objective evidence of impairment of the entire portfolio, but without it being possible at that stage to allocate the impairment to individual counterparties. This assessment also estimates the amount of the loss on the portfolios in question, taking account of trends in the economic cycle during the assessment period. Changes in the amount of portfolio impairments are recognised in the profit and loss account under "Cost of risk".

Based on the experienced judgement of the Bank's divisions or Risk Management, the Group may recognise additional collective impairment provisions with respect to a given economic sector or geographic area affected by exceptional economic events. This may be the case when the consequences of these events cannot be measured with sufficient accuracy to adjust the parameters used to determine the collective provision recognised against affected portfolios of loans with similar characteristics.

- **Impairment of available-for-sale financial assets**

Impairment of available-for-sale financial assets (which mainly comprise securities) is recognised on an individual basis if there is objective evidence of impairment as a result of one or more events occurring since acquisition.

In the case of variable-income securities quoted in an active market, the control system identifies securities that may be impaired on a long term basis and is based on criteria such as a significant decline in quoted price below the acquisition cost or a prolonged decline, which prompts the Group to carry out an additional individual qualitative analysis. This may lead to the recognition of an impairment loss calculated on the basis of the quoted price.

Apart from the identification criteria, the Group has determined three indications of impairment, one being a significant decline in price, defined as a fall of more than 50% of the acquisition price, another being a prolonged decline over two consecutive years and the final one being a decline on average of at least 30% over an observation period of one year. The Group believes that a period of two years is what is necessary for a moderate decline in price below the purchase cost to be considered as something more than just the effect of random volatility inherent in the stock markets or a cyclical change lasting a few years, but which represents a lasting phenomenon justifying an impairment.

A similar method is applied for variable-income securities not quoted in an active market. Any impairment is then determined based on the model value.

In the case of fixed-income securities, impairment is assessed based on the same criteria applied to individually impaired loans and receivables. For securities quoted in an active market, impairment is determined based on the quoted price. For all the others, it is determined based on model value.

Impairment losses taken against variable-income securities are recognised as a component of Revenues on the line “Net gain/loss on available-for-sale financial assets”, and may not be reversed through the profit and loss account until these securities are sold. Any subsequent decline in fair value constitutes an additional impairment loss, recognised in the profit and loss account.

Impairment losses taken against fixed-income securities are recognised under “Cost of risk”, and may be reversed through the profit and loss account in the event of an increase in fair value that relates objectively to an event occurring after the last impairment was recognised.

- **Restructuring of assets classified as "Loans and receivables"**

The restructuring of an asset classified in loans and receivables is considered to be a troubled debt restructuring when the Bank, for economic or legal reasons related to the borrower's financial difficulties, agrees to a modification of terms of the original transaction that it would not otherwise consider, resulting in the borrower's contractual obligation to the Bank, measured at present value, being reduced compared with the original terms.

At the time of restructuring, a discount is applied to the loan to reduce its carrying amount to the present value of the new expected future cash flows discounted at the original effective interest rate.

The decrease in the asset value is recognised in profit and loss under "Cost of risk".

When the restructuring consists of a partial or full settlement with other substantially different assets, the original debt (see note 1.c.14) and the assets received in settlement are recognised at their fair value on the settlement date. The difference in value is recognised in profit or loss under "Cost of risk".

1.c.6 RECLASSIFICATION OF FINANCIAL ASSETS

The only authorised reclassifications of financial assets are the following:

- For a non-derivative financial asset which is no longer held for the purposes of selling it in the near-term, out of “Financial assets at fair value through profit or loss” and into:
    - “Loans and receivables” if the asset meets the definition for this category and the Group has the intention and ability to hold the asset for the foreseeable future or until maturity; or
    - Other categories only under rare circumstances when justified and provided that the reclassified assets meet the conditions applicable to the host portfolio.
- Out of “Available-for-sale financial assets” and into:
    - “Loans and receivables” with the same conditions as set out above for "Financial assets at fair value through profit or loss;
    - “Held-to-maturity financial assets,” for assets that have a maturity, or “Financial assets at cost,” for unlisted variable-income assets.

Financial assets are reclassified at fair value, or at the value calculated by a model, on the reclassification date. Any derivatives embedded in the reclassified financial assets are recognised separately and changes in fair value are recognised through profit or loss.

After reclassification, assets are recognised according to the provisions applied to the host portfolio. The transfer price on the reclassification date is deemed to be the initial cost of the asset for the purpose of determining any impairment.

In the event of reclassification from "Available-for-sale financial assets" to another category, gains or losses previously recognised through equity are amortised to profit or loss over the residual life of the instrument using the effective interest method.

Any upward revisions to the estimated recoverable amounts are recognised through an adjustment to the effective interest rate as of the date on which the estimate is revised. Downward revisions are recognised through an adjustment to the financial asset's carrying amount.

1.c.7 ISSUES OF DEBT SECURITIES

Financial instruments issued by the Group are qualified as debt instruments if the Group company issuing the instruments has a contractual obligation to deliver cash or another financial asset to the holder of the instrument. The same applies if the Group is required to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Group, or to deliver a variable number of the Group’s own equity instruments.

Issues of debt securities are initially recognised at the issue value including transaction costs, and are subsequently measured at amortised cost using the effective interest method.

Bonds redeemable for or convertible into equity instruments of the Group are accounted for as hybrid instruments with a debt component and an equity component, determined on initial recognition.

1.c.8 OWN EQUITY INSTRUMENTS AND OWN EQUITY INSTRUMENT DERIVATIVES

The term “own equity instruments” refers to shares issued by the parent company (BNP Paribas SA) and by its fully consolidated subsidiaries. External costs that are directly attributable to an issue of new shares are deducted from equity net of all related taxes.

Own equity instruments held by the Group, also known as treasury shares, are deducted from consolidated shareholders’ equity irrespective of the purpose for which they are held. Gains and losses arising on such instruments are eliminated from the consolidated profit and loss account.

When the Group acquires equity instruments issued by subsidiaries under the exclusive control of BNP Paribas, the difference between the acquisition price and the share of net assets acquired is recorded in retained earnings attributable to BNP Paribas shareholders. Similarly, the liability corresponding to put options granted to minority shareholders in such subsidiaries, and changes in the value of that liability, are offset initially against minority interests, with any surplus offset against retained earnings attributable to BNP Paribas shareholders. Until these options have been exercised, the portion of net income attributable to minority interests is allocated to minority interests in the profit and loss account. A decrease in the Group's interest in a fully consolidated subsidiary is recognised in the Group's accounts as a change in shareholders' equity.

Own equity instrument derivatives are treated as follows, depending on the method of settlement:

- as equity instruments if they are settled by physical delivery of a fixed number of own equity instruments for a fixed amount of cash or other financial asset. Such instruments are not revalued;
- as derivatives if they are settled in cash, or by choice, depending on whether they are settled by physical delivery of the shares or in cash. Changes in value of such instruments are taken to the profit and loss account.

If the contract includes an obligation, whether contingent or not, for the bank to repurchase its own shares, the bank must recognise the debt at its present value with an offsetting entry in equity.

1.c.9 DERIVATIVE INSTRUMENTS AND HEDGE ACCOUNTING

All derivative instruments are recognised in the balance sheet on the trade date at the transaction price, and are remeasured to fair value on the balance sheet date.

- **Derivatives held for trading purposes**

Derivatives held for trading purposes are recognised in the balance sheet in "Financial assets at fair value through profit or loss" when their fair value is positive, and in "Financial liabilities at fair value through profit or loss" when their fair value is negative. Realised and unrealised gains and losses are recognised in the profit and loss account on the line "Net gain/loss on financial instruments at fair value through profit or loss".

- **Derivatives and hedge accounting**

Derivatives contracted as part of a hedging relationship are designated according to the purpose of the hedge.

Fair value hedges are particularly used to hedge interest rate risk on fixed rate assets and liabilities, both for identified financial instruments (securities, debt issues, loans, borrowings) and for portfolios of financial instruments (in particular, demand deposits and fixed rate loans).

Cash flow hedges are particularly used to hedge interest rate risk on floating-rate assets and liabilities, including rollovers, and foreign exchange risks on highly probable forecast foreign currency revenues.

At the inception of the hedge, the Group prepares formal documentation which details the hedging relationship, identifying the instrument, or portion of the instrument, or portion of risk that is being hedged, the hedging strategy and the type of risk hedged, the hedging instrument, and the methods used to assess the effectiveness of the hedging relationship.

On inception and at least quarterly, the Group assesses, in consistency with the original documentation, the actual (retrospective) and expected (prospective) effectiveness of the hedging relationship. Retrospective effectiveness tests are designed to assess whether the ratio of actual changes in the fair value or cash flows of the hedging instrument to those in the hedged item is within a range of 80% to 125%. Prospective effectiveness tests are designed to ensure that expected changes in the fair value or cash flows of the derivative over the residual life of the hedge adequately offset those of the hedged item. For highly probable forecast transactions, effectiveness is assessed largely on the basis of historical data for similar transactions.

Under IAS 39 as adopted by the European Union, which excludes certain provisions on portfolio hedging, interest rate risk hedging relationships based on portfolios of assets or liabilities qualify for fair value hedge accounting as follows:

- the risk designated as being hedged is the interest rate risk associated with the interbank rate component of interest rates on commercial banking transactions (loans to customers, savings accounts and demand deposits);
- the instruments designated as being hedged correspond, for each maturity band, to a portion of the interest rate gap associated with the hedged underlyings;
- the hedging instruments used consist exclusively of “plain vanilla” swaps;
- prospective hedge effectiveness is established by the fact that all derivatives must, on inception, have the effect of reducing interest rate risk in the portfolio of hedged underlyings. Retrospectively, a hedge will be disqualified from hedge accounting once a shortfall arises in the underlyings specifically associated with that hedge for each maturity band (due to prepayment of loans or withdrawals of deposits).

The accounting treatment of derivatives and hedged items depends on the hedging strategy.

In a fair value hedging relationship, the derivative instrument is remeasured at fair value in the balance sheet, with changes in fair value recognised in profit or loss in “Net gain/loss on financial instruments at fair value through profit or loss”, symmetrically with the remeasurement of the hedged item to reflect the hedged risk. In the balance sheet, the fair value remeasurement of the hedged component is recognised in accordance with the classification of the hedged item in the case of a hedge of identified assets and liabilities, or under “Remeasurement adjustment on interest rate risk hedged portfolios” in the case of a portfolio hedging relationship.

If a hedging relationship ceases or no longer fulfils the effectiveness criteria, the hedging instrument is transferred to the trading book and accounted for using the treatment applied to this category. In the case of identified fixed-income instruments, the remeasurement adjustment recognised in the balance sheet is amortised at the effective interest rate over the remaining life of the instrument. In the case of interest rate risk hedged fixed-income portfolios, the adjustment is amortised on a straight-line basis over the remainder of the original term of the hedge. If the hedged item no longer appears in the balance sheet, in particular due to prepayments, the adjustment is taken to the profit and loss account immediately.

In a cash flow hedging relationship, the derivative is measured at fair value in the balance sheet, with changes in fair value taken to shareholders’ equity on a separate line, “Unrealised or deferred gains or losses”. The amounts taken to shareholders’ equity over the life of the hedge are transferred to the profit and loss account under “Net interest income” as and when the cash flows from the hedged item impact profit or loss. The hedged items continue to be accounted for using the treatment specific to the category to which they belong.

If the hedging relationship ceases or no longer fulfils the effectiveness criteria, the cumulative amounts recognised in shareholders’ equity as a result of the remeasurement of the hedging instrument remain in equity until the hedged transaction itself impacts profit or loss, or until it becomes clear that the transaction will not occur, at which point they are transferred to the profit and loss account.

If the hedged item ceases to exist, the cumulative amounts recognised in shareholders’ equity are immediately taken to the profit and loss account.

Whatever the hedging strategy used, any ineffective portion of the hedge is recognised in the profit and loss account under “Net gain/loss on financial instruments at fair value through profit or loss”.

Hedges of net foreign currency investments in subsidiaries and branches are accounted for in the same way as cash flow hedges. Hedging instruments may be currency derivatives or any other non-derivative financial instrument.

- **Embedded derivatives**

Derivatives embedded in hybrid financial instruments are separated from the value of the host contract and accounted for separately as a derivative if the hybrid instrument is not recorded as a financial asset or liability at fair value through profit or loss, and if the economic characteristics and risks of the embedded derivative are not closely related to those of the host contract.

1.c.10 DETERMINATION OF FAIR VALUE

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal market or most advantageous market, at the measurement date.

The Group determines the fair value of financial instruments either by using prices obtained directly from external data or by using valuation techniques. These valuation techniques are primarily market and income approaches encompassing generally accepted models (e.g. discounted cash flows, Black-Scholes model, and interpolation techniques). They maximize the use of observable inputs and minimize the use of unobservable inputs. They are calibrated to reflect current market conditions and valuation adjustments are applied as appropriate, when some factors such as model, liquidity and credit risks are not captured by the models or their underlying inputs but are nevertheless considered by market participants when setting the exit price.

The unit of measurement is generally the individual financial asset or financial liability but a portfolio-based measurement can be elected subject to certain conditions. Accordingly, the Group retains this portfolio-based measurement exception to determine the fair value when some group of financial assets and financial liabilities with substantially similar and offsetting market risks or credit risks are managed on the basis of a net exposure, in accordance with the documented risk management strategy.

Assets and liabilities measured or disclosed at fair value are categorised into the three following levels of the fair value hierarchy:

- Level 1: fair values are determined using directly quoted prices in active markets for identical assets and liabilities. Characteristics of an active market include the existence of a sufficient frequency and volume of activity and of readily available prices.
- Level 2: fair values are determined based on valuation techniques for which significant inputs are observable market data, either directly or indirectly. These techniques are regularly calibrated and the inputs are corroborated with information from active markets.
- Level 3: fair values are determined using valuation techniques for which significant inputs are unobservable or cannot be corroborated by market-based observations, due for instance to illiquidity of the instrument and significant model risk. An unobservable input is a parameter for which there are no market data available and that is therefore derived from proprietary assumptions about what other market participants would consider when assessing fair value. The assessment of whether a product is illiquid or subject to significant model risks is a matter of judgment.

The level in the fair value hierarchy within which the asset or liability is categorised in its entirety is based upon the lowest level input that is significant to the entire fair value.

For financial instruments disclosed in Level 3 of the fair value hierarchy, a difference between the transaction price and the fair value may arise at initial recognition. This “Day One Profit” is deferred and released to the profit and loss account over the period during which the valuation parameters are expected to remain non-observable. When parameters that were originally non-observable become observable, or when the valuation can be substantiated in comparison with recent similar transactions in an active market, the unrecognised portion of the day one profit is released to the profit and loss account.

1.c.11 FINANCIAL ASSETS AND LIABILITIES DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS (FAIR VALUE OPTION)

Financial assets or financial liabilities may be designated on initial recognition as at fair value through profit or loss, in the following cases:

- hybrid financial instruments containing one or more embedded derivatives which otherwise would have been separated and accounted for separately;
- where using the option enables the entity to eliminate or significantly reduce a mismatch in the measurement and accounting treatment of assets and liabilities that would arise if they were to be classified in separate categories;
- when a group of financial assets and/or financial liabilities is managed and measured on the basis of fair value, in accordance with a documented risk management and investment strategy.

1.c.12 INCOME AND EXPENSES ARISING FROM FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Income and expenses arising from financial instruments measured at amortised cost and from fixed-income securities classified in “Available-for-sale financial assets” are recognised in the profit and loss account using the effective interest method.

The effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the asset or liability in the balance sheet. The effective interest rate calculation takes into account all fees received or paid that are an integral part of the effective interest rate of the contract, transaction costs, and premiums and discounts.

The method used by the Group to recognise service-related commission income and expenses depends on the nature of the service. Commission treated as an additional component of interest is included in the effective interest rate, and is recognised in the profit and loss account in “Net interest income”. Commission payable or receivable on execution of a significant transaction is recognised in the profit and loss account in full on execution of the transaction, under “Commission income and expense”. Commission payable or receivable for recurring services is recognised over the term of the service, also under “Commission income and expense”.

Commission received in respect of financial guarantee commitments is regarded as representing the fair value of the commitment. The resulting liability is subsequently amortised over the term of the commitment, under commission income in Revenues.

1.c.13 COST OF RISK

Cost of risk includes movements in provisions for impairment of fixed-income securities and loans and receivables due from customers and credit institutions, movements in provisions for financing and guarantee commitments given, losses on irrecoverable loans and amounts recovered on loans written off. This caption also includes impairment losses recorded with respect to default risk incurred on counterparties for over-the-counter financial instruments, as well as expenses relating to fraud and to disputes inherent to the financing business.

1.c.14 DERECOGNITION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The Group derecognises all or part of a financial asset either when the contractual rights to the cash flows from the asset expire or when the Group transfers the contractual rights to the cash flows from the asset and substantially all the risks and rewards of ownership of the asset. Unless these conditions are fulfilled, the Group retains the asset in its balance sheet and recognises a liability for the obligation created as a result of the transfer of the asset.

The Group derecognises all or part of a financial liability when the liability is extinguished in full or in part.

1.c.15 OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

A financial asset and a financial liability are offset and the net amount presented in the balance sheet if, and only if, the Group has a legally enforceable right to set off the recognised amounts, and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Repurchase agreements and derivatives traded with clearing houses that meet the two criteria set out in the accounting standard are offset in the balance sheet.

1.d ACCOUNTING STANDARDS SPECIFIC TO INSURANCE BUSINESS

The specific accounting policies relating to assets and liabilities generated by insurance contracts and financial contracts with a discretionary participation feature written by fully consolidated insurance companies are retained for the purposes of the consolidated financial statements. These policies comply with IFRS 4.

All other insurance company assets and liabilities are accounted for using the policies applied to the Group’s assets and liabilities generally, and are included in the relevant balance sheet and profit and loss account headings in the consolidated financial statements.

1.d.1 ASSETS

Financial assets and non-current assets are accounted for using the policies described elsewhere in this note. The only exceptions are shares in civil property companies (SCIs) held in unit-linked insurance contract portfolios, which are measured at fair value on the balance sheet date with changes in fair value taken to profit or loss.

Financial assets representing technical provisions related to unit-linked business are shown in “Financial assets at fair value through profit or loss”, and are stated at the realisable value of the underlying assets at the balance sheet date.

1.d.2 LIABILITIES

The Group’s obligations to policyholders and beneficiaries are shown in “Technical reserves of insurance companies” and are comprised of liabilities relating to insurance contracts carrying a significant insurance risk (e.g., mortality or disability) and to financial contracts with a discretionary participation feature, which are covered by IFRS 4. A discretionary participation feature is one which gives life policyholders the right to receive a share of actual profits as a supplement to guaranteed benefits.

Liabilities relating to other financial contracts, which are covered by IAS 39, are shown in “Due to customers”.

Unit-linked contract liabilities are measured in reference to the fair value of the underlying assets at the balance sheet date.

The technical reserves of life insurance subsidiaries consist primarily of mathematical reserves, which generally correspond to the surrender value of the contract.

The benefits offered relate mainly to the risk of death (term life insurance, annuities, loan repayment, guaranteed minimum on unit-linked contracts) and, for borrowers’ insurance, to disability, incapacity and unemployment risks. These types of risks are controlled by the use of appropriate mortality tables (certified tables in the case of annuity-holders), medical screening appropriate to the level of benefit offered, statistical monitoring of insured populations, and reinsurance programmes.

Non-life technical reserves include unearned premium reserves (corresponding to the portion of written premiums relating to future periods) and outstanding claims reserves, inclusive of claims handling costs.

The adequacy of technical reserves is tested at the balance sheet date by comparing them with the average value of future cash flows as derived from stochastic analyses. Any adjustments to technical reserves are taken to the profit and loss account for the period. A capitalisation reserve is set up in individual statutory accounts on the sale of amortisable securities in order to defer part of the net realised gain and hence maintain the yield to maturity on the portfolio of admissible assets. In the consolidated financial statements, the bulk of this reserve is reclassified to “Policyholders’ surplus” on the liabilities side of the consolidated balance sheet; a deferred tax liability is recognised on the portion taken to shareholders' equity.

This item also includes the policyholders’ surplus reserve resulting from the application of shadow accounting. This represents the interest of policyholders, mainly within French life insurance subsidiaries, in unrealised gains and losses on assets where the benefit paid under the policy is linked to the return on those assets. This interest is an average derived from stochastic analyses of unrealised gains and losses attributable to policyholders in various scenarios.

In the event of an unrealised loss on shadow accounted assets, a policyholders' loss reserve is recognised on the assets side of the consolidated balance sheet in an amount equal to the probable deduction from the policyholders' future profit share. The recoverability of the policyholders' loss reserve is assessed prospectively, taking into account policyholders' surplus reserves recognised elsewhere, capital gains on financial assets that are not shadow accounted due to accounting elections made (held-to-maturity financial assets and property investments measured at cost) and the company's ability and intention to hold the assets carrying the unrealised loss. The policyholders' loss reserve is recognised symmetrically with the corresponding assets and shown on the assets side of the balance sheet under the line item "Accrued income and other assets".

1.d.3 PROFIT AND LOSS ACCOUNT

Income and expenses arising on insurance contracts written by the Group are recognised in the profit and loss account under “Income from other activities” and “Expense on other activities”.

Other insurance company income and expenses are included in the relevant profit and loss account item. Consequently, movements in the policyholders’ surplus reserve are shown on the same line as gains and losses on the assets that generated the movements.

1.e PROPERTY, PLANT, EQUIPMENT AND INTANGIBLE ASSETS

Property, plant and equipment and intangible assets shown in the consolidated balance sheet are composed of assets used in operations and investment property.

Assets used in operations are those used in the provision of services or for administrative purposes, and include non-property assets leased by the Group as lessor under operating leases.

Investment property comprises property assets held to generate rental income and capital gains.

Property, plant and equipment and intangible assets are initially recognised at purchase price plus directly attributable costs, together with borrowing costs where a long period of construction or adaptation is required before the asset can be brought into service.

Software developed internally by the BNP Paribas Group that fulfils the criteria for capitalisation is capitalised at direct development cost, which includes external costs and the labour costs of employees directly attributable to the project.

Subsequent to initial recognition, property, plant and equipment and intangible assets are measured at cost less accumulated depreciation or amortisation and any impairment losses. The only exceptions are shares in civil property companies (SCIs) held in unit-linked insurance contract portfolios, which are measured at fair value on the balance sheet date, with changes in fair value taken to profit or loss.

The depreciable amount of property, plant and equipment and intangible assets is calculated after deducting the residual value of the asset. Only assets leased by the Group as the lessor under operating leases are presumed to have a residual value, as the useful life of property, plant and equipment and intangible assets used in operations is generally the same as their economic life.

Property, plant and equipment and intangible assets are depreciated or amortised using the straight-line method over the useful life of the asset. Depreciation and amortisation expense is recognised in the profit and loss account under “Depreciation, amortisation and impairment of property, plant and equipment and intangible assets”.

Where an asset consists of a number of components which may require replacement at regular intervals, or which have different uses or generate economic benefits at different rates, each component is recognised separately and depreciated using a method appropriate to that component. The BNP Paribas Group has adopted the component-based approach for property used in operations and for investment property.

The depreciation periods used for office property are as follows: 80 years or 60 years for the shell (for prime and other property respectively); 30 years for facades; 20 years for general and technical installations; and 10 years for fixtures and fittings.

Software is amortised, depending on its type, over periods of no more than 8 years in the case of infrastructure developments and 3 years or 5 years in the case of software developed primarily for the purpose of providing services to customers.

Software maintenance costs are expensed as incurred. However, expenditure that is regarded as upgrading the software or extending its useful life is included in the initial acquisition or production cost.

Depreciable property, plant and equipment and intangible assets are tested for impairment if there is an indication of potential impairment at the balance sheet date. Non-depreciable assets are tested for impairment at least annually, using the same method as for goodwill allocated to cash-generating units.

If there is an indication of impairment, the new recoverable amount of the asset is compared with the carrying amount. If the asset is found to be impaired, an impairment loss is recognised in the profit and loss account. This loss is reversed in the event of a change in the estimated recoverable amount or if there is no longer an indication of impairment. Impairment losses are taken to the profit and loss account in “Depreciation, amortisation and impairment of property, plant and equipment and intangible assets”.

Gains and losses on disposals of property, plant and equipment and intangible assets used in operations are recognised in the profit and loss account in “Net gain on non-current assets”.

Gains and losses on disposals of investment property are recognised in the profit and loss account in “Income from other activities” or “Expense on other activities”.

1.f LEASES

Group companies may either be the lessee or the lessor in a lease agreement.

1.f.1 LESSOR ACCOUNTING

Leases contracted by the Group as lessor are categorised as either finance leases or operating leases.

- **Finance leases**

In a finance lease, the lessor transfers substantially all the risks and rewards of ownership of an asset to the lessee. It is treated as a loan made to the lessee to finance the purchase of the asset.

The present value of the lease payments, plus any residual value, is recognised as a receivable. The net income earned from the lease by the lessor is equal to the amount of interest on the loan, and is taken to the profit and loss account under "Interest income". The lease payments are spread over the lease term, and are allocated to reduction of the principal and to interest such that the net income reflects a constant rate of return on the net investment outstanding in the lease. The rate of interest used is the rate implicit in the lease.

Individual and portfolio impairments of lease receivables are determined using the same principles as applied to other loans and receivables.

- **Operating leases**

An operating lease is a lease under which substantially all the risks and rewards of ownership of an asset are not transferred to the lessee.

The asset is recognised under property, plant and equipment in the lessor's balance sheet and depreciated on a straight-line basis over the lease term. The depreciable amount excludes the residual value of the asset. The lease payments are taken to the profit and loss account in full on a straight-line basis over the lease term. Lease payments and depreciation expenses are taken to the profit and loss account under "Income from other activities" and "Expenses on other activities".

1.f.2 LESSEE ACCOUNTING

Leases contracted by the Group as lessee are categorised as either finance leases or operating leases.

- **Finance leases**

A finance lease is treated as an acquisition of an asset by the lessee, financed by a loan. The leased asset is recognised in the balance sheet of the lessee at the lower of its fair value or the present value of the minimum lease payments calculated at the interest rate implicit in the lease. A matching liability, equal to the fair value of the leased asset or the present value of the minimum lease payments, is also recognised in the balance sheet of the lessee. The asset is depreciated using the same method as that applied to owned assets, after deducting the residual value from the amount initially recognised, over the useful life of the asset. If there is no reasonable certainty that the lessee will obtain ownership by the end of the lease term, the asset shall be fully depreciated over the shorter of the lease term and its useful life. The lease obligation is accounted for at amortised cost.

- **Operating leases**

The asset is not recognised in the balance sheet of the lessee. Lease payments made under operating leases are taken to the profit and loss account of the lessee on a straight-line basis over the lease term.

1.g NON-CURRENT ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

Where the Group decides to sell non-current assets and it is highly probable that the sale will occur within 12 months, these assets are shown separately in the balance sheet, on the line "Non-current assets held for sale". Any liabilities associated with these assets are also shown separately in the balance sheet, on the line "Liabilities associated with non-current assets held for sale".

Once classified in this category, non-current assets and groups of assets and liabilities are measured at the lower of carrying amount or fair value less costs to sell.

Such assets are no longer depreciated. If an asset or group of assets and liabilities becomes impaired, an impairment loss is recognised in the profit and loss account. Impairment losses may be reversed.

Where a group of assets and liabilities held for sale represents a cash generating unit, it is categorised as a "discontinued operation". Discontinued operations include operations that are held for sale, operations that have been shut down, and subsidiaries acquired exclusively with a view to resell.

All gains and losses related to discontinued operations are shown separately in the profit and loss account, on the line "Post-tax gain/loss on discontinued operations and assets held for sale". This line includes the post-tax profits or losses of discontinued operations, the post-tax gain or loss arising from remeasurement at fair value less costs to sell, and the post-tax gain or loss on disposal of the operation.

1.h EMPLOYEE BENEFITS

Employee benefits are classified in one of four categories:

- short-term benefits, such as salary, annual leave, incentive plans, profit-sharing and additional payments;
- long-term benefits, including compensated absences, long-service awards, and other types of cash-based deferred compensation;
- termination benefits;
- post-employment benefits, including top-up banking industry pensions and retirement bonuses in France and pension plans in other countries, some of which are operated through pension funds.

- **Short-term benefits**

The Group recognises an expense when it has used services rendered by employees in exchange for employee benefits.

- **Long-term benefits**

These are benefits, other than short-term benefits, post-employment benefits and termination benefits. This relates, in particular, to compensation deferred for more than 12 months and not linked to the BNP Paribas share price, which is accrued in the financial statements for the period in which it is earned.

The actuarial techniques used are similar to those used for defined-benefit post-employment benefits, except that the revaluation items are recognised in the profit and loss account and not in equity.

- **Termination benefits**

Termination benefits are employee benefits payable in exchange for the termination of an employee's contract as a result of either a decision by the Group to terminate a contract of employment before the legal retirement age, or a decision by an employee to accept voluntary redundancy in exchange for these benefits. Termination benefits due more than 12 months after the balance sheet date are discounted.

- **Post-employment benefits**

In accordance with IFRS, the BNP Paribas Group draws a distinction between defined-contribution plans and defined-benefit plans.

Defined-contribution plans do not give rise to an obligation for the Group and do not require a provision. The amount of the employer's contributions payable during the period is recognised as an expense.

Only defined-benefit schemes give rise to an obligation for the Group. This obligation must be measured and recognised as a liability by means of a provision.

The classification of plans into these two categories is based on the economic substance of the plan, which is reviewed to determine whether the Group has a legal or constructive obligation to pay the agreed benefits to employees.

Post-employment benefit obligations under defined-benefit plans are measured using actuarial techniques that take demographic and financial assumptions into account.

The net liability recognised with respect to post-employment benefit plans is the difference between the present value of the defined-benefit obligation and the fair value of any plan assets.

The present value of the defined-benefit obligation is measured on the basis of the actuarial assumptions applied by the Group, using the projected unit credit method. This method takes into account various parameters, specific to each country or Group entity, such as demographic assumptions, the probability that employees will leave before retirement age, salary inflation, a discount rate, and the general inflation rate.

When the value of the plan assets exceeds the amount of the obligation, an asset is recognised if it represents a future economic benefit for the Group in the form of a reduction in future contributions or a future partial refund of amounts paid into the plan.

The annual expense recognised in the profit and loss account under “Salaries and employee benefits”, with respect to defined-benefit plans includes the current service cost (the rights vested by each employee during the period in return for service rendered), the net interests linked to the effect of discounting the net defined-benefit liability (asset), the past service cost arising from plan amendments or curtailments, and the effect of any plan settlements.

Remeasurements of the net defined-benefit liability (asset) are recognised in other comprehensive income and are never reclassified to profit or loss. They include actuarial gains and losses, the return on plan assets and any change in the effect of the asset ceiling (excluding amounts included in net interest on the defined-benefit liability or asset).

1.i SHARE-BASED PAYMENTS

Share-based payment transactions are payments based on shares issued by the Group, whether the transaction is settled in the form of equity or cash of which the amount is based on trends in the value of BNP Paribas shares.

IFRS 2 requires share-based payments granted after 7 November 2002 to be recognised as an expense. The amount recognised is the value of the share-based payment granted to the employee.

The Group grants employees stock subscription option plans and deferred share-based or share price-linked cash-settled compensation plans, and also offers them the possibility to purchase specially-issued BNP Paribas shares at a discount, on condition that they retain the shares for a specified period.

- **Stock option and share award plans**

The expense related to stock option and share award plans is recognised over the vesting period, if the benefit is conditional upon the grantee’s continued employment.

Stock options and share award expenses are recorded under salary and employee benefits expenses, with a corresponding adjustment to shareholders' equity. They are calculated on the basis of the overall plan value, determined at the date of grant by the Board of Directors.

In the absence of any market for these instruments, financial valuation models are used that take into account any performance conditions related to the BNP Paribas share price. The total expense of a plan is determined by multiplying the unit value per option or share awarded by the estimated number of options or shares awarded vested at the end of the vesting period, taking into account the conditions regarding the grantee’s continued employment.

The only assumptions revised during the vesting period, and hence resulting in a remeasurement of the expense, are those relating to the probability that employees will leave the Group and those relating to performance conditions that are not linked to the price value of BNP Paribas shares.

- **Share price-linked cash-settled deferred compensation plans**

The expense related to these plans is recognised in the year during which the employee rendered the corresponding services.

If the payment of share-based variable compensation is explicitly subject to the employee's continued presence at the vesting date, the services are presumed to have been rendered during the vesting period and the corresponding compensation expense is recognised on a pro rata basis over that period. The expense is recognised under salary and employee benefits expenses with a corresponding liability in the balance sheet. It is revised to take into account any non-fulfilment of the continued presence or performance conditions and the change in BNP Paribas share price.

If there is no continued presence condition, the expense is not deferred, but recognised immediately with a corresponding liability in the balance sheet. This is then revised on each reporting date until settlement to take into account any performance conditions and the change in the BNP Paribas share price.

- **Share subscriptions or purchases offered to employees under the company savings plan**

Share subscriptions or purchases offered to employees under the company savings plan (*Plan d'Épargne Entreprise*) at lower-than-market rates over a specified period do not include a vesting period. However, employees are prohibited by law from selling shares acquired under this plan for a period of five years. This restriction is taken into account when measuring the benefit to the employees, which is reduced accordingly. Therefore, the benefit equals the difference, at the date the plan is announced to employees, between the fair value of the share (after allowing for the restriction on sale) and the acquisition price paid by the employee, multiplied by the number of shares acquired.

The cost of the mandatory five-year holding period is equivalent to the cost of a strategy involving the forward sale of shares subscribed at the time of the capital increase reserved for employees and the cash purchase of an equivalent number of BNP Paribas shares on the market, financed by a loan repaid at the end of a five-year period out of the proceeds from the forward sale transaction. The interest rate on the loan is the rate that would be applied to a five-year general purpose loan taken out by an individual with an average risk profile. The forward sale price for the shares is determined on the basis of market parameters.

1.j PROVISIONS RECORDED UNDER LIABILITIES

Provisions recorded under liabilities (other than those relating to financial instruments, employee benefits and insurance contracts) mainly relate to restructuring, claims and litigation, fines and penalties, and tax risks.

A provision is recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation arising from a past event, and a reliable estimate can be made of the amount of the obligation. The amount of such obligations is discounted, where the impact of discounting is material, in order to determine the amount of the provision.

1.k CURRENT AND DEFERRED TAXES

The current income tax charge is determined on the basis of the tax laws and tax rates in force in each country in which the Group operates during the period in which the income is generated.

Deferred taxes are recognised when temporary differences arise between the carrying amount of an asset or liability in the balance sheet and its tax base.

Deferred tax liabilities are recognised for all taxable temporary differences other than:

- taxable temporary differences on initial recognition of goodwill;
- taxable temporary differences on investments in enterprises under the exclusive or joint control of the Group, where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and unused carryforwards of tax losses only to the extent that it is probable that the entity in question will generate future taxable profits against which these temporary differences and tax losses can be offset.

Deferred tax assets and liabilities are measured using the liability method, using the tax rate which is expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been or will have been enacted by the balance sheet date of that period. They are not discounted.

Deferred tax assets and liabilities are offset when they arise within the same tax group, they fall under the jurisdiction of a single tax authority, and there is a legal right to offset.

Current and deferred taxes are recognised as tax income or expenses in the profit and loss account, excepted for deferred taxes relating to unrealised gains or losses on available-for-sale assets or to changes in the fair value of instruments designated as cash flow hedges, which are taken to shareholders' equity.

When tax credits on revenues from receivables and securities are used to settle corporate income tax payable for the period, the tax credits are recognised on the same line as the income to which they relate. The corresponding tax expense continues to be carried in the profit and loss account under "Corporate income tax".

1.l CASH FLOW STATEMENT

The cash and cash equivalents balance is composed of the net balance of cash accounts and accounts with central banks, and the net balance of interbank demand loans and deposits.

Changes in cash and cash equivalents related to operating activities reflect cash flows generated by the Group's operations, including cash flows related to investment property, held-to-maturity financial assets and negotiable certificates of deposit.

Changes in cash and cash equivalents related to investing activities reflect cash flows resulting from acquisitions and disposals of subsidiaries, associates or joint ventures included in the consolidated group, as well as acquisitions and disposals of property, plant and equipment excluding investment property and property held under operating leases.

Changes in cash and cash equivalents related to financing activities reflect the cash inflows and outflows resulting from transactions with shareholders, cash flows related to bonds and subordinated debt, and debt securities (excluding negotiable certificates of deposit).

1.m USE OF ESTIMATES IN THE PREPARATION OF THE FINANCIAL STATEMENTS

Preparation of the financial statements requires managers of core businesses and corporate functions to make assumptions and estimates that are reflected in the measurement of income and expense in the profit and loss account and of assets and liabilities in the balance sheet, and in the disclosure of information in the notes to the financial statements. This requires the managers in question to exercise their judgement and to make use of information available at the date of the preparation of the financial statements when making their estimates. The actual future results from operations where managers have made use of estimates may in reality differ significantly from those estimates, mainly according to market conditions. This may have a material effect on the financial statements.

This applies in particular to:

- impairment losses recognised to cover credit risks inherent in banking intermediation activities;
- the use of internally-developed models to measure positions in financial instruments that are not quoted in active markets;
- calculations of the fair value of unquoted financial instruments classified in “Available-for-sale financial assets”, “Financial assets at fair value through profit or loss” or “Financial liabilities at fair value through profit or loss”, and more generally calculations of the fair value of financial instruments subject to a fair value disclosure requirement;
- whether a market is active or inactive for the purposes of using a valuation technique;
- impairment losses on variable-income financial assets classified as "Available-for-sale";
- impairment tests performed on intangible assets;
- the appropriateness of the designation of certain derivative instruments such as cash flow hedges, and the measurement of hedge effectiveness;
- estimates of the residual value of assets leased under finance leases or operating leases, and more generally of assets on which depreciation is charged net of their estimated residual value;
- the measurement of provisions for contingencies and charges.

This is also the case for assumptions applied to assess the sensitivity of each type of market risk and the sensitivity of valuations to non-observable parameters.

2. RETROSPECTIVE IMPACT OF IFRS 10, IFRS 11 AND THE AMENDMENT TO IAS 32

As of 1 January 2014, the Group has applied IFRS 10 "Consolidated Financial Statements", IFRS 11 "Joint Arrangements" and the amendment to IAS 32 "Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities". As these standards and amendments have a retrospective effect, the comparative financial statements as at 1 January and 31 December 2013 have been restated.

- **Retrospective impact of IFRS 10 and IFRS 11**

The main impact of the first-time adoption of IFRS 10 is the consolidation of two asset-backed commercial paper conduits.

The adoption of IFRS 11 has resulted in the Group's use of the equity method to account for jointly controlled activities conducted via a separate vehicle in which the partners have rights to the net assets. Such activities had hitherto been proportionally consolidated.

The relevant entities are identified in note 8.k Scope of Consolidation.

The TEB group, fully consolidated since 20 December 2013, was previously proportionally consolidated. The application of IFRS 11 led to its consolidation under the equity method until 20 December 2013 in the restated 2013 financial statements. Thus, the TEB group contributes to the IFRS 11 adjustments to the balance sheet as at 1 January 2013 and to the 2013 profit and loss account. Then, the TEB group is fully consolidated in the balance sheet as at 31 December 2013.

- **Retrospective impact of the amendment to IAS 32**

The principles of offsetting financial assets and liabilities have been clarified: the legally enforceable right to set off the recognised amounts must be unconditional and must exist in all circumstances. Clarification has been given on the circumstances in which simultaneous gross settlement may be considered equivalent to net settlement.

- **Balance sheet**

The following tables present the impact of the application of IFRS 10, IFRS 11 and the amendment to IAS 32 on the balance sheet of the Group at 1 January 2013 and 31 December 2013.

In millions of euros	1 January 2013 before IFRS 10 and 11, and the amendment to IAS 32	IFRS 10 adjustments	IFRS 11 adjustments	IAS 32 amendment adjustments	1 January 2013 restated
ASSETS					
Cash and amounts due from central banks	103,190		(1,489)		101,701
Financial instruments at fair value through profit or loss					
Trading securities	143,465		(300)		143,165
Loans and repurchase agreements	146,899		144	1,981	149,024
Instruments designated as at fair value through profit or loss	62,800	809			63,609
Derivative financial instruments	410,635	(13)	67	5,160	415,849
Derivatives used for hedging purposes	14,267		(81)		14,186
Available-for-sale financial assets	192,506		(5,743)		186,763
Loans and receivables due from credit institutions	40,406	79	7,079		47,564
Loans and receivables due from customers	630,520	4,449	(19,418)	22	615,573
Remeasurement adjustment on interest-rate risk hedged portfolios	5,836		(142)		5,694
Held-to-maturity financial assets	10,284		(6)		10,278
Current and deferred tax assets	8,732		(248)		8,484
Accrued income and other assets	99,207	(1)	(864)		98,342
Equity-method investments	7,031		2,497		9,528
Investment property	927	1,023			1,950
Property, plant and equipment	17,319		(368)		16,951
Intangible assets	2,585		(60)		2,525
Goodwill	10,591		(428)		10,163
TOTAL ASSETS	**1,907,200**	**6,346**	**(19,360)**	**7,163**	**1,901,349**
LIABILITIES					
Due to central banks	1,532				1,532
Financial instruments at fair value through profit or loss					
Trading securities	52,432		(154)		52,278
Borrowings and repurchase agreements	203,063		1	1,981	205,045
Instruments designated as at fair value through profit or loss	43,530	1,832			45,362
Derivative financial instruments	404,598		50	5,160	409,808
Derivatives used for hedging purposes	17,286		(279)		17,007
Due to credit institutions	111,735		(1,985)		109,750
Due to customers	539,513	(216)	(12,817)	22	526,502
Debt securities	173,198	4,589	(2,580)		175,207
Remeasurement adjustment on interest-rate risk hedged portfolios	2,067				2,067
Current and deferred tax liabilities	2,943		(186)		2,757
Accrued expenses and other liabilities	86,691	141	(687)		86,145
Technical reserves of insurance companies	147,992				147,992
Provisions for contingencies and charges	11,380		(120)		11,260
Subordinated debt	15,223		(329)		14,894
TOTAL LIABILITIES	**1,813,183**	**6,346**	**(19,086)**	**7,163**	**1,807,606**
CONSOLIDATED EQUITY					
Total capital, retained earnings and net income for the periode attributable to shareholders	82,218		(151)		82,067
Changes in assets and liabilities recognised directly in equity	3,226				3,226
Attributable to equity shareholders	**85,444**	**-**	**(151)**	**-**	**85,293**
Retained earnings and net income for the period attributable to minority interests	8,161		(121)		8,040
Changes in assets and liabilities recognised directly in equity	412		(2)		410
Attributable to minority interests	**8,573**	**-**	**(123)**	**-**	**8,450**
TOTAL CONSOLIDATED EQUITY	**94,017**		**(274)**		**93,743**
TOTAL LIABILITIES AND EQUITY	**1,907,200**	**6,346**	**(19,360)**	**7,163**	**1,901,349**

In millions of euros	31 December 2013 before IFRS 10 and 11, and amendment to IAS 32	IFRS 10 adjustments	IFRS 11 adjustments	IAS 32 amendment adjustments	31 December 2013 restated
ASSETS					
Cash and amounts due from central banks	101,066		*(279)*		100,787
Financial instruments at fair value through profit or loss					
Trading securities	157,740		*(5)*		157,735
Loans and repurchase agreements	145,308			*6,728*	152,036
Instruments designated as at fair value through profit or loss	67,230	*955*			68,185
Derivative financial instruments	301,409	*(14)*	*54*	*4,306*	305,755
Derivatives used for hedging purposes	8,426		*(58)*		8,368
Available-for-sale financial assets	203,413		*(4,357)*		199,056
Loans and receivables due from credit institutions	50,487	*2*	*7,056*		57,545
Loans and receivables due from customers	617,161	*4,909*	*(9,637)*	*22*	612,455
Remeasurement adjustment on interest-rate risk hedged portfolios	3,657		*(89)*		3,568
Held-to-maturity financial assets	9,881				9,881
Current and deferred tax assets	9,048		*(198)*		8,850
Accrued income and other assets	89,105	*(1)*	*(448)*		88,656
Equity-method investments	5,747		*814*		6,561
Investment property	713	*1,059*			1,772
Property, plant and equipment	17,177		*(248)*		16,929
Intangible assets	2,577		*(40)*		2,537
Goodwill	9,994	-	*(148)*		9,846
TOTAL ASSETS	**1,800,139**	***6,910***	***(7,583)***	***11,056***	**1,810,522**
LIABILITIES					
Due to central banks	661		*1*		662
Financial instruments at fair value through profit or loss					
Trading securities	69,803		*(11)*		69,792
Borrowings and repurchase agreements	195,934			*6,728*	202,662
Instruments designated as at fair value through profit or loss	45,329	*2,013*			47,342
Derivative financial instruments	297,081	*(5)*	*57*	*4,306*	301,439
Derivatives used for hedging purposes	12,289		*(150)*		12,139
Due to credit institutions	85,021		*(427)*		84,594
Due to customers	557,903	*(273)*	*(4,155)*	*22*	553,497
Debt securities	183,507	*5,114*	*(1,935)*		186,686
Remeasurement adjustment on interest-rate risk hedged portfolios	924				924
Current and deferred tax liabilities	2,632		*(155)*		2,477
Accrued expenses and other liabilities	78,676	*61*	*(356)*		78,381
Technical reserves of insurance companies	155,226				155,226
Provisions for contingencies and charges	11,963		*(41)*		11,922
Subordinated debt	12,028		*(204)*		11,824
TOTAL LIABILITIES	**1,708,977**	***6,910***	***(7,376)***	***11,056***	**1,719,567**
CONSOLIDATED EQUITY					
Total capital, retained earnings and net income for the period attributable to shareholders	85,656		*(166)*		85,490
Changes in assets and liabilities recognised directly in equity	1,935		*8*		1,943
Attributable to equity shareholders	**87,591**	-	***(158)***	-	**87,433**
Retained earnings and net income for the period attributable to minority interests	3,579		*(51)*		3,528
Changes in assets and liabilities recognised directly in equity	(8)		*2*		(6)
Attributable to minority interests	**3,571**	-	***(49)***	-	**3,522**
TOTAL CONSOLIDATED EQUITY	**91,162**	-	***(207)***	-	**90,955**
TOTAL LIABILITIES AND EQUITY	**1,800,139**	***6,910***	***(7,583)***	***11,056***	**1,810,522**

- **Profit and loss account**

The following table shows the impacts of the application of IFRS 10 and IFRS 11 on the 2013 profit and loss account. The amendment to IAS 32 has no impact on the profit and loss account.

In millions of euros	Year to 31 Dec. 2013 before IFRS 10 and 11	*IFRS 10 adjustments*	*IFRS 11 adjustments*	Year to 31 Dec. 2013 restated
Interest income	38,955	*22*	*(2,010)*	36,967
Interest expense	(18,359)	*12*	*831*	(17,516)
Commission income	12,301	*(8)*	*(404)*	11,889
Commission expense	(5,123)	*(30)*	*109*	(5,044)
Net gain/loss on financial instruments at fair value through profit or loss	4,581	*4*	*17*	4,602
Net gain/loss on available-for-sale financial assets and other financial assets not measured at fair value	1,665		*(39)*	1,626
Income from other activities	34,350		*(237)*	34,113
Expense on other activities	(29,548)		*197*	(29,351)
REVENUES	**38,822**	**-**	***(1,536)***	**37,286**
Salary and employee benefit expense	(14,842)		*412*	(14,430)
Other operating expense	(9,714)		*357*	(9,357)
Depreciation, amortisation and impairment of property, plant and equipment and intangible assets	(1,582)		*52*	(1,530)
GROSS OPERATING INCOME	**12,684**	**-**	***(715)***	**11,969**
Cost of risk	(4,054)		*411*	(3,643)
Provision related to US dollar payments involving parties subject to US sanctions	(798)			(798)
OPERATING INCOME	**7,832**	**-**	***(304)***	**7,528**
Share of earnings of equity-method entities	323		*214*	537
Net gain on non-current assets	285		*2*	287
Goodwill	(251)			(251)
PRE-TAX INCOME	**8,189**	**-**	***(88)***	**8,101**
Corporate income tax	(2,750)		*70*	(2,680)
NET INCOME	**5,439**	**-**	***(18)***	**5,421**
Net income attributable to minority interests	607		*(4)*	603
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS	**4,832**	**-**	***(14)***	**4,818**

- **Statement of net income and changes in assets and liabilities recognised directly in equity**

The following table shows impacts on the statement of net income and changes in assets and liabilities recognised directly in equity for the year ended 2013 due to the application of IFRS 10 and IFRS 11. The amendment to IAS 32 has no impact on the statement of net income and changes in assets and liabilities recognised directly in equity.

In millions of euros	Year to 31 Dec. 2013 before IFRS 10 and 11	*IFRS 10 adjustments*	*IFRS 11 adjustments*	Year to 31 Dec. 2013 restated
Net income for the period	**5,439**	**-**	***(18)***	**5,421**
Changes in assets and liabilities recognised directly in equity	**(1,376)**	**-**	***12***	**(1,364)**
Items that are or may be reclassified to profit or loss	**(1,711)**	**-**	***12***	**(1,699)**
- Changes in exchange rate items	(1,228)		*(140)*	(1,368)
- Changes in fair value of available-for-sale financial assets, including those reclassified as loans and receivables	1,308		*63*	1,371
- Changes in fair value of available-for-sale financial assets reported in net income, including those reclassified as loans and receivables	(646)		*31*	(615)
- Changes in fair value of hedging instruments	(836)		*(28)*	(864)
- Changes in equity-method investments	(309)		*86*	(223)
Items that will not be reclassified to profit or loss	**335**	**-**	**-**	**335**
- Remeasurement gains (losses) related to post-employment benefit plans	341		*(5)*	336
- Changes in equity-method investments	(6)		*5*	(1)
Total	**4,063**	**-**	***(6)***	**4,057**
- Attributable to equity shareholders	3,874		*(6)*	3,868
- Attributable to minority interests	189			189

- **Cash flow statement**

The cash flow statement for the year ended 31 December 2013 showed a balance of cash and equivalent accounts of EUR 100.2 billion as at 1 January 2013 and of EUR 98.1 billion as at 31 December 2013. The impacts of IFRS 10 and IFRS 11 on the balance of cash and equivalent accounts at 1 January 2013 and 31 December 2013 amounted respectively to EUR -1.4 billion and EUR -0.4 billion, i.e. a EUR 1 billion increase over the period.

3. NOTES TO THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

3.a NET INTEREST INCOME

The BNP Paribas Group includes in “Interest income” and “Interest expense” all income and expense from financial instruments measured at amortised cost (interest, fees/commissions, transaction costs), and from financial instruments measured at fair value that do not meet the definition of a derivative instrument. These amounts are calculated using the effective interest method. The change in fair value on financial instruments at fair value through profit or loss (excluding accrued interest) is recognised under “Net gain/loss on financial instruments at fair value through profit or loss”.

Interest income and expense on derivatives accounted for as fair value hedges are included with the revenues generated by the hedged item. Similarly, interest income and expense arising from derivatives used to hedge transactions designated as at fair value through profit or loss is allocated to the same accounts as the interest income and expense relating to the underlying transactions.

In millions of euros	Year to 31 Dec. 2014			Year to 31 Dec. 2013[1]		
	Income	Expense	Net	Income	Expense	Net
Customer items	**24,320**	**(8,025)**	**16,295**	**23,217**	**(7,373)**	**15,844**
Deposits, loans and borrowings	23,065	(7,902)	15,163	21,932	(7,277)	14,655
Repurchase agreements	25	(41)	(16)	20	(33)	(13)
Finance leases	1,230	(82)	1,148	1,265	(63)	1,202
Interbank items	**1,548**	**(1,391)**	**157**	**1,696**	**(1,750)**	**(54)**
Deposits, loans and borrowings	1,479	(1,257)	222	1,593	(1,668)	(75)
Repurchase agreements	69	(134)	(65)	103	(82)	21
Debt securities issued		**(2,023)**	**(2,023)**		**(2,192)**	**(2,192)**
Cash flow hedge instruments	**2,948**	**(2,565)**	**383**	**2,256**	**(1,893)**	**363**
Interest rate portfolio hedge instruments	**2,709**	**(2,909)**	**(200)**	**2,354**	**(3,152)**	**(798)**
Financial instruments at fair value through profit or loss	**1,678**	**(1,475)**	**203**	**1,811**	**(1,156)**	**655**
Fixed-income securities	944		944	1,204		1,204
Loans / borrowings	154	(273)	(119)	221	(348)	(127)
Repurchase agreements	580	(750)	(170)	386	(595)	(209)
Debt securities		(452)	(452)		(213)	(213)
Available-for-sale financial assets	**5,063**		**5,063**	**5,179**		**5,179**
Held-to-maturity financial assets	**441**		**441**	**454**		**454**
Total interest income/(expense)	**38,707**	**(18,388)**	**20,319**	**36,967**	**(17,516)**	**19,451**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Interest income on individually impaired loans amounted to EUR 574 million in the year ended 31 December 2014 compared with EUR 490 million in the year ended 31 December 2013.

3.b COMMISSION INCOME AND EXPENSE

Commission income and expense on financial instruments not measured at fair value through profit or loss amounted to EUR 3,114 million and EUR 334 million respectively in 2014, compared with income of EUR 3,161 million and expense of EUR 400 million in 2013.

Net commission income related to trust and similar activities through which the Group holds or invests assets on behalf of clients, trusts, pension and personal risk funds or other institutions amounted to EUR 2,304 million in 2014, compared with EUR 2,128 million in 2013.

3.c NET GAIN ON FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

Net gain on financial instruments at fair value through profit or loss includes all profit and loss items (including dividends) relating to financial instruments managed in the trading book and financial instruments that the Group has designated as at fair value through profit or loss under the fair value option, other than interest income and expense which are recognised in "Net interest income" (note 3.a).

Gains and losses on financial instruments designated as at fair value through profit or loss are mainly related to instruments whose changes in value may be compensated by changes in the value of economic hedging trading book instruments.

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[(1)]
Trading book	**3,641**	**4,763**
Interest rate and credit instruments	132	1,061
Equity financial instruments	4,092	3,497
Foreign exchange financial instruments	(60)	(564)
Other derivatives	(509)	702
Repurchase agreements	(14)	67
Financial instruments designated as at fair value through profit or loss	**980**	**(68)**
of which debt remeasurement effect arising from BNP Paribas Group issuer risk (note 5.d)	*(277)*	*(435)*
Impact of hedge accounting	**10**	**(93)**
Fair value hedging derivatives	2,148	822
Hedged items in fair value hedge	(2,138)	(915)
Total	**4,631**	**4,602**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Net gains on the trading book in 2014 and 2013 include a non-material amount related to the ineffective portion of cash flow hedges.

3.d NET GAIN ON AVAILABLE-FOR-SALE FINANCIAL ASSETS AND OTHER FINANCIAL ASSETS NOT MEASURED AT FAIR VALUE

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[(1)]
Loans and receivables, fixed-income securities [(2)]	**512**	**403**
Disposal gains and losses	512	403
Equities and other variable-income securities	**1,457**	**1,223**
Dividend income	534	568
Additions to impairment provisions	(210)	(261)
Net disposal gains	1,133	916
Total	**1,969**	**1,626**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).
(2) Interest income from fixed-income financial instruments is included in "Net interest income" (note 3.a), and impairment losses related to potential issuer default are included in "Cost of risk" (note 3.f).

After the impact of insurance policyholders' surplus reserve, unrealised gains and losses previously recorded under "Change in assets and liabilities recognised directly in shareholders' equity" and included in the pre-tax income, amount to a gain of EUR 1,046 million for the year ended 31 December 2014 compared with a net gain of EUR 797 million for the year ended 31 December 2013.

The application of the automatic impairment criteria and qualitative analysis led to a first impairment of variable-income securities, for the following amounts:

- EUR 11 million linked to a decline in price of more than 50% of the acquisition price (EUR 23 million in 2013),
- EUR 9 million linked to the observation of an unrealised loss over two consecutive years (EUR 28 million in 2013),
- EUR 1 million linked to the observation of an unrealised loss of at least an average of 30% over one year (EUR 1 million in 2013),
- EUR 29 million linked to an additional qualitative analysis (EUR 14 million in 2013).

3.e NET INCOME FROM OTHER ACTIVITIES

	Year to 31 Dec. 2014			Year to 31 Dec. 2013[(1)]		
In millions of euros	Income	Expense	Net	Income	Expense	Net
Net income from insurance activities	27,529	(24,088)	3,441	26,120	(22,670)	3,450
Net income from investment property	78	(78)	-	104	(74)	30
Net income from assets held under operating leases	5,661	(4,576)	1,085	5,434	(4,396)	1,038
Net income from property development activities	929	(739)	190	1,297	(1,132)	165
Other net income	1,563	(1,418)	145	1,158	(1,079)	79
Total net income from other activities	**35,760**	**(30,899)**	**4,861**	**34,113**	**(29,351)**	**4,762**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- **Net income from insurance activities**

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013
Gross premiums written	23,588	21,811
Policy benefit expenses	(14,295)	(15,532)
Changes in technical reserves	(8,051)	(5,232)
Change in value of admissible investments related to unit-linked policies	2,513	2,768
Reinsurance ceded	(394)	(375)
Other income and expense	80	10
Total net income from insurance activities	**3,441**	**3,450**

"Policy benefit expenses" include expenses arising from surrenders, maturities and claims relating to insurance contracts. "Changes in technical reserves" reflects changes in the value of financial contracts, in particular unit-linked policies. Interest paid on such contracts is recognised in "Interest expense".

3.f COST OF RISK

“Cost of risk” represents the net amount of impairment losses recognised in respect to credit risks inherent in the Group’s banking intermediation activities, plus any impairment losses in the cases of known counterparty risks on over-the-counter financial instruments.

- **Cost of risk for the period**

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013(1)
Net allowances to impairment	(3,501)	(3,792)
Recoveries on loans and receivables previously written off	482	557
Irrecoverable loans and receivables not covered by impairment provisions	(686)	(408)
Total cost of risk for the period	**(3,705)**	**(3,643)**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Cost of risk for the period by asset type

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013(1)
Loans and receivables due from credit institutions	48	(7)
Loans and receivables due from customers	(3,674)	(3,410)
Available-for-sale financial assets	(19)	(19)
Financial instruments of trading activities	32	(108)
Other assets	(7)	(9)
Commitments given and other items	(85)	(90)
Total cost of risk for the period	**(3,705)**	**(3,643)**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- **Credit risk impairment**

Impairment variance during the period

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[(1)]
Total impairment at beginning of year	**27,014**	**26,976**
Net allowance to impairment	3,501	3,792
Impairment provisions used	(3,146)	(3,055)
Effect of exchange rate movements and other items	576	(699)
Total impairment at end of year	**27,945**	**27,014**

[(1)] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Impairment by asset type

In millions of euros	31 December 2014	31 December 2013[(1)]
Impairment of assets		
Loans and receivables due from credit institutions (note 5.f)	257	392
Loans and receivables due from customers (note 5.g)	26,418	25,336
Financial instruments of trading activities	132	162
Available-for-sale financial assets (note 5.c)	85	84
Other assets	39	38
Total impairment of financial assets	**26,931**	**26,012**
of which specific impairment	*23,248*	*22,395*
of which collective provisions	*3,683*	*3,617*
Provisions recognised as liabilities		
Provisions for commitments given		
- to credit institutions	19	23
- to customers	434	469
Other specific provisions	561	510
Total provisions recognised for credit commitments (note 5.q)	**1,014**	**1,002**
of which specific impairment for commitments given	*312*	*335*
of which collective provisions	*142*	*157*
Total impairment and provisions	**27,945**	**27,014**

[(1)] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

3.g COSTS RELATED TO THE COMPREHENSIVE SETTLEMENT WITH US AUTHORITIES

On 30 June 2014, the Group has come to a comprehensive settlement of the pending investigation relating to US dollar transactions involving parties subject to US sanctions, including agreements with the U.S. Department of Justice, the U.S. Attorney's Office for the Southern District of New York, the New York County District Attorney's Office, the Board of Governors of the U.S. Federal Reserve System (FED), the New York State Department of Financial Services (DFS), and the US Department of the Treasury's Office of Foreign Assets Control (OFAC).

The settlement includes guilty pleas entered into by BNP Paribas SA in relation to violations of certain US laws and regulations regarding economic sanctions against certain countries and related recordkeeping. BNP Paribas also agrees to pay a total of USD 8.97 billion (EUR 6.55 billion). Beyond what has already been provisioned as at 31 December 2013 (EUR 0.8 billion), this resulted in an exceptional charge of EUR 5.75 billion recorded in the second quarter of 2014. An uncertainty remains regarding the fiscal rule that will apply eventually to the different Group entities involved in the settlement. BNP Paribas also accepts a temporary suspension of one year, starting 1 January 2015, of the USD direct clearing focused mainly on the Oil & Gas Energy & Commodity Finance business line in certain locations.

BNP Paribas has worked with the US authorities to resolve these issues and the resolution of these matters was coordinated by its home regulator (Autorité de Contrôle Prudentiel et de Résolution - ACPR) with its lead regulators. BNP Paribas maintains its licenses as part of the settlements.

In advance of the settlement, the bank designed new robust compliance and control procedures. They involve important changes to the Group's procedures. Specifically:

- a new department called Group Financial Security US, part of the Group Compliance function, is headquartered in New York and ensures that BNP Paribas complies globally with US regulation related to international sanctions and embargoes.
- all USD flows for the entire BNP Paribas Group will be ultimately processed and controlled via the branch in New York.

The Group recorded a EUR 250 million provision for additional implementation costs related to the remediation plan agreed upon with US authorities. Including these, total costs related to the comprehensive settlement amount to EUR 6 billion for the year ended 31 December 2014.

3.h Corporate income tax

Reconciliation of the effective tax expense to the theoretical tax expense at standard tax rate in France[2]	Year to 31 Dec. 2014		Year to 31 Dec. 2013[1]	
	in millions of euros	tax rate	in millions of euros	tax rate
Corporate income tax expense on pre-tax income at standard tax rate in France [3]	**(1,175)**	**38.0%**	**(2,970)**	**38.0%**
Impact of differently taxed foreign profits	483	-15.6%	293	-3.7%
Impact of dividends and securities disposals taxed at reduced rate	268	-8.7%	309	-3.9%
Tax impact of previously unrecognised deferred taxes (tax losses and temporary differences)	87	-2.8%	14	-0.2%
Tax impact of using tax losses for which no deferred tax asset was previously recognised	28	-0.9%	32	-0.4%
Impact of the non-deduction of the costs related to the comprehensive settlement with US authorities	(2,185)	70.7%	(303)	3.9%
Other items	(148)	4.7%	(55)	0.6%
Corporate income tax expense	**(2,642)**	**85.4%**	**(2,680)**	**34.3%**
of which				
Current tax expense for the year to 31 December	*(2,634)*		*(2,445)*	
Deferred tax expense for the year to 31 December (note 5.k)	*(8)*		*(235)*	

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).
(2) Including the 3.3% social security contribution tax and the exceptional 10.7% contribution calculated on French corporate tax at 33.33%, lifting it to 38%.
(3) Restated for the share of profits in equity-method entities and goodwill impairment.

4. SEGMENT INFORMATION

The Group is composed of three core businesses:

- Retail Banking (RB), which covers Domestic Markets, Personal Finance, and International Retail Banking. Domestic Markets include retail banking networks in France (FRB), Italy (BNL banca commerciale), Belgium (BRB), and Luxembourg (LRB), as well as certain specialised retail banking divisions (Personal Investors, Leasing Solutions and Arval). International Retail Banking is composed of all BNP Paribas Group retail banking businesses out of the Eurozone, split between Europe Mediterranean and BancWest in the United States;
- Investment Solutions (IS), which includes Wealth Management; Investment Partners – covering all of the Group's Asset Management businesses; Securities Services to management companies, financial institutions and other corporations; Insurance and Real Estate Services;
- Corporate and Investment Banking (CIB), which includes Advisory & Capital Markets (Equities and Equity Derivatives, Fixed Income & Forex, Corporate Finance) and Corporate Banking (Europe, Asia, Americas, Middle East Africa) businesses.

Other activities mainly include Principal Investments, activities related to the Group's central treasury function, some costs related to cross-business projects, the residential mortgage lending business of Personal Finance (a significant part of which is managed in run-off), and investments such as the Klépierre property investment company.

They also include non-recurring items resulting from applying the rules on business combinations. In order to provide consistent and relevant economic information for each core business, the impact of amortising fair value adjustments recognised in the net equity of entities acquired and restructuring costs incurred in respect to the integration of entities, have been allocated to the "Other Activities" segment. The same applies to transformation costs relating to the Group's cross-business savings programme (Simple and Efficient).

Inter-segment transactions are conducted at arm's length. The segment information presented comprises agreed inter-segment transfer prices.

The capital allocation is carried out on the basis of risk exposure, taking into account various conventions relating primarily to the capital requirement of the business as derived from the risk-weighted asset calculations required under capital adequacy rules. Normalised equity income by segment is determined by attributing to each segment the income of its allocated equity. The equity allocation to segments is based on 9% of weighted assets. The breakdown of balance sheet by core business follows the same rules as the breakdown of the profit and loss by core business.

So as to be comparable with 2014, the segment information for 2013 has been restated of the following main effects as if these had occurred from 1 January 2013:

1. In the context of the medium-term plan, internal transfers of activities and results have been made as of 1 January 2014, the main ones being:
   - the allocation of the mortgage activity of Personal Finance to the Corporate Centre (a significant portion of which is managed in run-off);
   - the set-up of two new internal Private Banking joint ventures between Investment Solutions and, on the one hand TEB group (Europe-Mediterranean), on the other hand BancWest. Henceforth, the results of Europe-Mediterranean and BancWest are published in an identical manner to that of Domestic Markets;
   - the reallocation of Hello bank! launching costs, previously accounted for under "Other Domestic Markets", to the operating businesses of Domestic Markets which benefit from them.
2. The capital allocation by division and business line has been modified to take into account the application of Basel 3 (CRD 4) starting from 1 January 2014 and the above-mentioned internal

transfers. The capital allocated to each business line is based on its risk-weighted assets (average of beginning of quarterly periods) multiplied by 9%, with the exception of the Insurance business whose allocation is based on the prudential requirement of the insurance regulation.

3. The Group has changed the allocation practices of the liquidity costs to the operating divisions in order to take account of the new Liquidity Coverage Ratio requirements.

4. The adoption by the European Union of the accounting standards IFRS 10 "Consolidated Financial Statements" and IFRS 11 "Joint Arrangements" leads to an evolution of the consolidation method of several Group entities as of 1 January 2014, and has the effect of decreasing the 2013 net income attributable to equity holders by EUR 14 million.

   TEB group, fully consolidated since 20 December 2013, was previously proportionally consolidated. The application of IFRS 11 thus leads to its consolidation under the equity method until 20 December in the restated 2013 financial statements. Pro forma 2013 income by business segment presented hereafter have been prepared with TEB group under full consolidation for the whole year, in order to ensure comparability with the 2014 income. The line "Impact of the consolidation of TEB entities under the equity method" shows the impact of consolidating TEB under the equity method instead of the full consolidation method.

- **Income by business segment**

In millions of euros	Year to 31 Dec. 2014							Year to 31 Dec. 2013 [1]						
	Revenues	Operating expense	Cost of risk	Exceptional costs [3]	Operating income	Non-operating items	Pre-tax income	Revenues	Operating expense	Cost of risk	Exceptional costs [3]	Operating income	Non-operating items	Pre-tax income
Retail Banking														
Domestic Markets														
French Retail Banking [2]	6,468	(4,373)	(401)		1,694	2	1,696	6,675	(4,427)	(341)		1,907	4	1,911
BNL banca commerciale [2]	3,158	(1,738)	(1,397)		23		23	3,190	(1,752)	(1,204)		234		234
Belgian Retail Banking [2]	3,227	(2,350)	(129)		748	(10)	738	3,088	(2,323)	(140)		625	13	638
Other Domestic Markets activities [2]	2,299	(1,279)	(143)		877	(19)	858	2,151	(1,242)	(158)		751	34	785
Personal Finance	4,077	(1,953)	(1,094)	-	1,030	100	1,130	3,693	(1,741)	(1,098)	-	854	55	909
International Retail Banking														
Europe-Mediterranean [2]	2,097	(1,461)	(357)		279	106	385	2,080	(1,473)	(272)		335	199	534
BancWest [2]	2,202	(1,424)	(50)		728	4	732	2,184	(1,369)	(54)		761	6	767
Investment Solutions	6,543	(4,536)	(4)	-	2,003	204	2,207	6,325	(4,385)	(2)	-	1,938	155	2,093
Corporate and Investment Banking														
Advisory & Capital Markets	5,430	(4,375)	50		1,105	5	1,110	5,426	(4,236)	(78)		1,112	13	1,125
Corporate Banking	3,292	(1,762)	(131)		1,399	16	1,415	3,275	(1,740)	(437)		1,098	18	1,116
Other Activities	375	(1,275)	(49)	(6,000)	(6,949)	(196)	(7,145)	322	(1,280)	(17)	(798)	(1,773)	(100)	(1,873)
Impact of the consolidation of TEB entities under the equity method								(1,123)	651	158		(314)	176	(138)
Total Group	39,168	(26,526)	(3,705)	(6,000)	2,937	212	3,149	37,286	(25,317)	(3,643)	(798)	7,528	573	8,101

[1] Restated according to IFRS 10 and IFRS 11 and the amendment to IAS 32 (see notes 1.a and 2).
[2] French Retail Banking, BNL banca commerciale, Belgian Retail Banking, Other Domestic Markets activities, Europe-Mediterranean and BancWest after the reallocation within Investment Solutions of one-third of the Wealth Management activities in France, Italy, Belgium, Luxembourg, Turkey and the United States.
[3] Costs related to the comprehensive settlement with US authorities.

- **Assets and liabilities by business segment**

In millions of euros	31 December 2014		31 December 2013[1]	
	Asset	Liability	Asset	Liability
Retail Banking				
Domestic Markets	**394,509**	**410,197**	**386,941**	**392,095**
French Retail Banking	155,839	164,673	154,360	157,317
BNL banca commerciale	73,994	66,136	77,177	62,177
Belgian Retail Banking	118,918	138,799	115,278	137,548
Other Domestic Markets activities	45,758	40,589	40,126	35,053
Personal Finance	**51,137**	**13,961**	**44,364**	**9,018**
International Retail Banking	**120,286**	**109,783**	**92,955**	**86,201**
Europe-Mediterranean	50,860	44,915	36,570	33,338
BancWest	69,426	64,868	56,385	52,863
Investment Solutions	**259,691**	**309,819**	**216,260**	**266,255**
Corporate and Investment Banking	**1,178,608**	**1,079,392**	**995,675**	**898,519**
Other Activities	**73,528**	**154,607**	**74,327**	**158,434**
Total Group	**2,077,759**	**2,077,759**	**1,810,522**	**1,810,522**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Information by business segment relating to goodwill is presented in note 5.o Goodwill.

- **Information by geographic area**

The geographic split of segment results, assets and liabilities is based on the region in which they are recognised for accounting purposes, adjusted as per the managerial origin of the business activity. It does not necessarily reflect the counterparty's nationality or the location of operational businesses.

- Revenues by geographic area

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[1]
Europe	29,644	29,218
North America	4,041	3,846
APAC	2,713	2,589
Others	2,770	1,633
Total Group	**39,168**	**37,286**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- Assets and liabilities, in contribution to the consolidated accounts, by geographic area

In millions of euros	31 December 2014	31 December 2013[1]
Europe	1,622,888	1,414,030
North America	250,880	219,382
APAC	151,481	119,493
Others	52,510	57,617
Total Group	**2,077,759**	**1,810,522**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

5. NOTES TO THE BALANCE SHEET AT 31 DECEMBER 2014

5.a FINANCIAL ASSETS, FINANCIAL LIABILITIES AND DERIVATIVES AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets and financial liabilities at fair value through profit or loss consist of held-for-trading transactions - including derivatives - and certain assets and liabilities designated by the Group as at fair value through profit or loss at the time of acquisition or issuance.

In millions of euros	31 December 2014		31 December 2013[1]	
	Trading book	Instruments designated as at fair value through profit or loss	Trading book	Instruments designated as at fair value through profit or loss
Securities portfolio	156,546	78,563	157,735	68,145
Loans and repurchase agreements	165,776	264	152,036	40
FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS	**322,322**	**78,827**	**309,771**	**68,185**
Securities portfolio	78,912		69,792	
Borrowings and repurchase agreements	196,733	2,009	202,662	1,372
Debt securities (note 5.i)		48,171		42,344
Subordinated debt (note 5.i)		1,550		1,613
Debt representative of shares of consolidated funds held by third parties		5,902		2,013
FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS	**275,645**	**57,632**	**272,454**	**47,342**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Detail of these assets and liabilities is provided in note 5.d.

FINANCIAL INSTRUMENTS DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS

- **Financial assets designated as at fair value through profit or loss**

Assets designated by the Group as at fair value through profit or loss mainly include admissible investments related to unit-linked insurance policies, which amount to EUR 47,462 million as at 31 December 2014 (compared with EUR 43,692 million as at 31 December 2013) and to a lesser extent, assets with embedded derivatives that have not been separated from the host contract.

Admissible investments related to unit-linked insurance policies include securities issued by the Group's consolidated entities, which are not eliminated upon consolidation in order to keep the figures shown in respect of the assets invested under these contracts at the same level as the technical reserves set aside in respect of the corresponding policyholder liabilities. The fixed-income securities (certificates and Euro Medium Term Notes) not eliminated upon consolidation amounted to EUR 700 million at 31 December 2014 compared with EUR 841 million at 31 December 2013, and variable-income securities (shares mainly issued by BNP Paribas SA) amounted to EUR 137 million at 31 December 2014 compared with EUR 37 million at 31 December 2013. Eliminating these securities would not have a material impact on the financial statements for the period.

- **Financial liabilities designated as at fair value through profit or loss**

Financial liabilities at fair value through profit or loss mainly consist of debt securities in issue, originated and structured on behalf of customers, where the risk exposure is managed in combination with the hedging strategy. These types of debt securities in issue contain significant embedded derivatives, whose changes in value may be compensated by changes in the value of economic hedging derivatives.

The redemption value of debt issued and designated as at fair value through profit or loss at 31 December 2014 was EUR 51,592 million (EUR 45,522 million at 31 December 2013).

DERIVATIVE FINANCIAL INSTRUMENTS

The majority of derivative financial instruments held for trading are related to transactions initiated for trading purposes. They may result from market-making or arbitrage activities. BNP Paribas actively trades in derivatives. Transactions include trades in "ordinary" instruments such as credit default swaps, and structured transactions with complex risk profiles tailored to meet the needs of its customers. The net position is in all cases subject to limits.

Some derivative instruments are also contracted to hedge financial assets or financial liabilities for which the Group has not documented a hedging relationship, or which do not qualify for hedge accounting under IFRS. This applies in particular to credit derivative transactions which are primarily contracted to protect the Group's loan book.

In millions of euros	31 December 2014		31 December 2013[1]	
	Positive market value	Negative market value	Positive market value	Negative market value
Interest rate derivatives	295,651	280,311	216,835	202,600
Foreign exchange derivatives	57,211	62,823	32,310	36,353
Credit derivatives	18,425	18,054	18,494	18,167
Equity derivatives	33,112	41,838	34,809	41,162
Other derivatives	8,099	7,224	3,307	3,157
Derivative financial instruments	**412,498**	**410,250**	**305,755**	**301,439**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

The table below shows the total notional amount of trading derivatives. The notional amounts of derivative instruments are merely an indication of the volume of the Group's activities in financial instruments markets, and do not reflect the market risks associated with such instruments.

In millions of euros	31 December 2014			31 December 2013[1]		
	Organised markets [2]	Over-the-counter	Total	Organised markets [2]	Over-the-counter	Total
Interest rate derivatives	20,042,832	13,000,642	33,043,474	23,588,262	11,380,138	34,968,400
Foreign exchange derivatives	28,833	3,443,439	3,472,272	19,533	2,557,322	2,576,855
Credit derivatives	47,537	1,752,947	1,800,484	55,591	1,870,305	1,925,896
Equity derivatives	773,280	643,631	1,416,911	1,185,689	582,365	1,768,054
Other derivatives	89,464	79,431	168,895	73,799	59,647	133,446
Derivative financial instruments	**20,981,946**	**18,920,090**	**39,902,036**	**24,922,874**	**16,449,777**	**41,372,651**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

[2] Financial instruments negotiated on organized markets are mainly traded with clearing houses.

5.b DERIVATIVES USED FOR HEDGING PURPOSES

The table below shows the fair value of derivatives used for hedging purposes.

In millions of euros	31 December 2014		31 December 2013[1]	
	Positive fair value	Negative fair value	Positive fair value	Negative fair value
Fair value hedges	**15,976**	**19,326**	**6,035**	**10,548**
Interest rate derivatives	15,976	19,321	6,035	10,536
Foreign exchange derivatives		5		12
Cash flow hedges	**3,704**	**3,664**	**2,280**	**1,580**
Interest rate derivatives	3,607	3,555	2,117	1,484
Foreign exchange derivatives	71	102	81	96
Other derivatives	26	7	82	
Net foreign investment hedges	**86**	**3**	**53**	**11**
Foreign exchange derivatives	86	3	53	11
Derivatives used for hedging purposes	**19,766**	**22,993**	**8,368**	**12,139**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

The total notional amount of derivatives used for hedging purposes stood at EUR 920,215 million at 31 December 2014, compared with EUR 786,150 million at 31 December 2013.

5.c AVAILABLE-FOR-SALE FINANCIAL ASSETS

In millions of euros	31 December 2014			31 December 2013[1]		
	Net	of which impairment	of which changes in value taken directly to equity	Net	of which impairment	of which changes in value taken directly to equity
Fixed-income securities	**234,032**	**(85)**	**15,761**	**181,784**	**(84)**	**5,903**
Treasury bills and government bonds	123,405	(4)	8,869	100,028	(3)	2,254
Other fixed-income securities	110,627	(81)	6,892	81,756	(81)	3,649
Equities and other variable-income securities	**18,260**	**(2,953)**	**3,833**	**17,272**	**(3,593)**	**4,087**
of which listed securities	5,273	(945)	1,707	5,976	(1,329)	2,065
of which unlisted securities	12,987	(2,008)	2,126	11,296	(2,264)	2,022
Total available-for-sale financial assets	**252,292**	**(3,038)**	**19,594**	**199,056**	**(3,677)**	**9,990**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

The gross amount of impaired fixed-income securities is EUR 201 million at 31 December 2014 (EUR 136 million at 31 December 2013).

Changes in value taken directly to equity are detailed as follows:

In millions of euros	31 December 2014			31 December 2013[(1)]		
	Fixed-income securities	Equities and other variable-income securities	Total	Fixed-income securities	Equities and other variable-income securities	Total
Non-hedged changes in value of securities, recognised in "Available-for-sale financial assets"	**15,761**	**3,833**	**19,594**	**5,903**	**4,087**	**9,990**
Deferred tax linked to these changes in value	(5,281)	(842)	(6,123)	(1,934)	(881)	(2,815)
Insurance policyholders' surplus reserve from insurance entities, after deferred tax	(8,257)	(1,072)	(9,329)	(3,529)	(1,046)	(4,575)
Group share of changes in value of available-for-sale securities owned by equity-method entities, after deferred tax and insurance policyholders' surplus reserve	884	84	968	499	79	578
Unamortised changes in value of available-for-sale securities reclassified as loans and receivables	(74)		(74)	(108)		(108)
Other variations	(52)	14	(38)	(40)	36	(4)
Changes in value of assets taken directly to equity under the heading "Financial assets available for sale and reclassified as loans and receivables"	**2,981**	**2,017**	**4,998**	**791**	**2,275**	**3,066**
Attributable to equity shareholders	2,859	2,006	4,865	746	2,264	3,010
Attributable to minority interests	122	11	133	45	11	56

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

5.d Measurement of the fair value of financial instruments

VALUATION PROCESS

BNP Paribas has retained the fundamental principle that it should have a unique and integrated processing chain for producing and controlling the valuations of financial instruments that are used for the purpose of daily risk management and financial reporting. All these processes are based on a common economic valuation which is a core component of business decisions and risk management strategies.

Economic value is composed of mid-market value and additional valuation adjustments.

Mid-market value is derived from external data or valuation techniques that maximise the use of observable and market-based data. Mid-market value is a theoretical additive value which does not take account of i) the direction of the transaction or its impact on the existing risks in the portfolio, ii) the nature of the counterparties, and iii) the aversion of a market participant to particular risks inherent in the instrument, the market in which it is traded, or the risk management strategy.

Additional valuation adjustments take into account valuation uncertainty and include market and credit risk premiums to reflect costs that could be incurred in case of an exit transaction in the principal market. When valuation techniques are used for the purpose of deriving fair value, funding assumptions related to the future expected cash flows are an integral part of the mid-market valuation, notably through the use of appropriate discount rates. These assumptions reflect what the Bank anticipates as being the effective funding conditions of the instrument that a market participant would consider. This notably takes into account the existence and terms of any collateral agreement. In particular, for non- or imperfectly collateralized derivative instruments, they include an explicit adjustment to the interbank interest rate (Funding Valuation Adjustment – FVA).

Fair value generally equals the economic value, subject to limited additional adjustments, such as own credit adjustments, which are specifically required by IFRS standards.

The main additional valuation adjustments are presented in the section below.

ADDITIONAL VALUATION ADJUSTMENTS

Additional valuation adjustments retained by BNP Paribas for determining fair values are as follows:

Bid/offer adjustments: the bid/offer range reflects the additional exit cost for a price taker and symmetrically the compensation sought by dealers to bear the risk of holding the position or closing it out by accepting another dealer's price.

BNP Paribas assumes that the best estimate of an exit price is the bid or offer price, unless there is evidence that another point in the bid/offer range would provide a more representative exit price.

Input uncertainty adjustments: when the observation of prices or data inputs required by valuation techniques is difficult or irregular, an uncertainty exists on the exit price. There are several ways to gauge the degree of uncertainty on the exit price such as measuring the dispersion of the available price indications or estimating the possible ranges of the inputs to a valuation technique.

Model uncertainty adjustments: these relate to situations where valuation uncertainty is due to the valuation technique used, even though observable inputs might be available. This situation arises when the risks inherent in the instruments are different from those available in the observable data, and therefore the valuation technique involves assumptions that cannot be easily corroborated.

Credit valuation adjustment (CVA): the CVA adjustment applies to valuations and market quotations whereby the credit worthiness of the counterparty is not reflected. It aims to account for the possibility that the counterparty may default and that BNP Paribas may not receive the full fair value of the transactions.

In determining the cost of exiting or transferring counterparty risk exposures, the relevant market is deemed to be an inter-dealer market. However, the determination of CVA remains judgemental due to i) the possible absence or lack of price discovery in the inter-dealer market, ii) the influence of the regulatory landscape relating to counterparty risk on the market participants' pricing behaviour and iii) the absence of a dominant business model for managing counterparty risk.

The CVA model is grounded on the same exposures as those used for regulatory purposes. The model attempts to estimate the cost of an optimal risk management strategy based on i) implicit incentives and constraints inherent in the regulations in force and their evolutions, ii) market perception of the probability of default and iii) default parameters used for regulatory purposes.

Own-credit valuation adjustment for debts (OCA) and for derivatives (debit valuation adjustment - DVA): OCA and DVA are adjustments reflecting the effect of credit worthiness of BNP Paribas, on respectively the value of debt securities designated as at fair value through profit and loss and derivatives. Both adjustments are based on the expected future liability profiles of such instruments. The own credit worthiness is inferred from the market-based observation of the relevant bond issuance levels. The DVA adjustment is determined after taking into account the Funding Valuation Adjustment (FVA).

Thus, the carrying value of debt securities designated as at fair value though profit or loss is increased by EUR 682 million as at 31 December 2014, compared with an increase in value of EUR 405 million as at 31 December 2013, i.e. a - EUR 277 million variation recognised in net gain on financial instruments at fair value through profit or loss (note 3.c).

INSTRUMENT CLASSES AND CLASSIFICATION WITHIN THE FAIR VALUE HIERARCHY FOR ASSETS AND LIABILITIES MEASURED AT FAIR VALUE

As explained in the summary of significant accounting policies (note 1.c.10), financial instruments measured at fair value are categorised into a fair value hierarchy consisting of three levels.

The disaggregation of assets and liabilities into risk classes is meant to provide further insight into the nature of the instruments:

- Securitised exposures are further broken down by collateral type.
- For derivatives, fair values are broken down by dominant risk factor, namely interest rate, foreign exchange, credit and equity. Derivatives used for hedging purposes are mainly interest rate derivatives.

In millions of euros	31 December 2014											
	Trading book				Instruments designated as at fair value through profit or loss				Available-for-sale financial assets			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Securities portfolio	**119,509**	**33,221**	**3,816**	**156,546**	**63,888**	**11,872**	**2,803**	**78,563**	**190,828**	**52,231**	**9,233**	**252,292**
Treasury bills and government bonds	57,043	5,369		62,412	1,499	29		1,528	117,689	5,716		123,405
Asset Backed Securities [2]		11,684	2,165	13,849				-		3,691	232	3,923
CDOs / CLOs [3]		*199*	*2,140*	*2,339*				-		*141*	*224*	*365*
Other Asset Backed Securities		*11,485*	*25*	*11,510*				-		*3,550*	*8*	*3,558*
Other fixed-income securities	13,847	14,125	1,230	29,202	1,814	4,638	32	6,484	65,303	39,513	1,888	106,704
Equities and other variable-income securities	48,619	2,043	421	51,083	60,575	7,205	2,771	70,551	7,836	3,311	7,113	18,260
Loans and repurchase agreements	**-**	**160,228**	**5,548**	**165,776**	**-**	**264**	**-**	**264**				
Loans		684		684		264		264				
Repurchase agreements		159,544	5,548	165,092				-				
FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS AND AVAILABLE-FOR-SALE FINANCIAL ASSETS	**119,509**	**193,449**	**9,364**	**322,322**	**63,888**	**12,136**	**2,803**	**78,827**	**190,828**	**52,231**	**9,233**	**252,292**
Securities portfolio	**74,857**	**3,823**	**232**	**78,912**	**-**	**-**	**-**	**-**				
Treasury bills and government bonds	57,064	655		57,719				-				
Other fixed-income securities	6,216	2,847	232	9,295				-				
Equities and other variable-income securities	11,577	321		11,898				-				
Borrowings and repurchase agreements	**-**	**182,733**	**14,000**	**196,733**	**-**	**1,921**	**88**	**2,009**				
Borrowings		4,131	5	4,136		1,921	88	2,009				
Repurchase agreements		178,602	13,995	192,597				-				
Debt securities (note 5.i)	**-**	**-**	**-**	**-**	**-**	**36,537**	**11,634**	**48,171**				
Subordinated debt (note 5.i)	**-**	**-**	**-**	**-**	**-**	**1,540**	**10**	**1,550**				
Debt representative of shares of consolidated funds held by third parties	**-**	**-**	**-**	**-**	**5,261**	**641**	**-**	**5,902**				
FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS	**74,857**	**186,556**	**14,232**	**275,645**	**5,261**	**40,639**	**11,732**	**57,632**				

In millions of euros	31 December 2013[1]											
	Trading book				Instruments designated as at fair value through profit or loss				Available-for-sale financial assets			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Securities portfolio	**125,439**	**28,638**	**3,658**	**157,735**	**54,453**	**10,833**	**2,859**	**68,145**	**141,028**	**50,348**	**7,680**	**199,056**
Treasury bills and government bonds	53,075	7,661		60,736	334	4		338	94,704	5,324		100,028
Asset Backed Securities [2]		8,484	3,076	11,560				-		2,632	292	2,924
CDOs / CLOs [3]		*246*	*3,061*	*3,307*				-				-
Other Asset Backed Securities		*8,238*	*15*	*8,253*				-		*2,632*	*292*	*2,924*
Other fixed-income securities	11,651	11,260	217	23,128	1,775	5,399	29	7,203	37,038	40,755	1,039	78,832
Equities and other variable-income securities	60,713	1,233	365	62,311	52,344	5,430	2,830	60,604	9,286	1,637	6,349	17,272
Loans and repurchase agreements	**-**	**147,330**	**4,706**	**152,036**	**-**	**40**	**-**	**40**				
Loans		445		445		40		40				
Repurchase agreements		146,885	4,706	151,591				-				
FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS AND AVAILABLE-FOR-SALE FINANCIAL ASSETS	**125,439**	**175,968**	**8,364**	**309,771**	**54,453**	**10,873**	**2,859**	**68,185**	**141,028**	**50,348**	**7,680**	**199,056**
Securities portfolio	**66,630**	**3,055**	**107**	**69,792**	**-**	**-**	**-**	**-**				
Treasury bills and government bonds	55,127	159		55,286				-				
Other fixed-income securities	5,634	2,846	107	8,587				-				
Equities and other variable-income securities	5,869	50		5,919				-				
Borrowings and repurchase agreements	**-**	**193,525**	**9,137**	**202,662**	**-**	**1,372**		**1,372**				
Borrowings		3,755	3	3,758		1,372		1,372				
Repurchase agreements		189,770	9,134	198,904				-				
Debt securities (note 5.i)	**-**	**-**	**-**	**-**	**2,610**	**29,621**	**10,113**	**42,344**				
Subordinated debt (note 5.i)	**-**	**-**	**-**	**-**	**-**	**1,603**	**10**	**1,613**				
Debt representative of shares of consolidated funds held by third parties	**-**	**-**	**-**	**-**	**1,514**	**499**	**-**	**2,013**				
FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS	**66,630**	**196,580**	**9,244**	**272,454**	**4,124**	**33,095**	**10,123**	**47,342**				

[1] These amounts do not represent the total amount of securitisation assets held by BNP Paribas, particularly those classified at inception as "Loans and Receivables", and those reclassified as presented in note 5.e.
[2] Collateralised Debt Obligations / Collateralised Loan Obligations
[3] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

In millions of euros	31 December 2014 Positive market value Level 1	Level 2	Level 3	Total	Negative market value Level 1	Level 2	Level 3	Total
Interest rate derivatives	280	288,004	7,367	295,651	349	275,690	4,272	280,311
Foreign exchange derivatives	4	56,931	276	57,211	5	62,792	26	62,823
Credit derivatives		17,183	1,242	18,425		16,579	1,475	18,054
Equity derivatives	5,415	25,997	1,700	33,112	5,671	31,116	5,051	41,838
Other derivatives	1,375	6,718	6	8,099	1,071	5,730	423	7,224
Derivative financial instruments not used for hedging purposes	**7,074**	**394,833**	**10,591**	**412,498**	**7,096**	**391,907**	**11,247**	**410,250**
Derivative financial instruments used for hedging purposes	**-**	**19,766**	**-**	**19,766**	**-**	**22,993**	**-**	**22,993**

In millions of euros	31 December 2013[1] Positive market value Level 1	Level 2	Level 3	Total	Negative market value Level 1	Level 2	Level 3	Total
Interest rate derivatives	185	213,009	3,641	216,835	258	198,994	3,348	202,600
Foreign exchange derivatives		32,310		32,310	13	36,340		36,353
Credit derivatives		17,236	1,258	18,494		16,574	1,593	18,167
Equity derivatives	6,654	27,213	942	34,809	5,917	32,565	2,680	41,162
Other derivatives	148	3,127	32	3,307	169	2,957	31	3,157
Derivative financial instruments not used for hedging purposes	**6,987**	**292,895**	**5,873**	**305,755**	**6,357**	**287,430**	**7,652**	**301,439**
Derivative financial instruments used for hedging purposes	**-**	**8,368**	**-**	**8,368**	**-**	**12,139**	**-**	**12,139**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Transfers between levels may occur when an instrument fulfils the criteria defined, which are generally market and product dependent. The main factors influencing transfers are changes in the observation capabilities, passage of time, and events during the transaction lifetime. The timing of recognising transfers is determined at the end of the reporting period.

During 2014, transfers between Level 1 and Level 2 were not significant.

DESCRIPTION OF MAIN INSTRUMENTS IN EACH LEVEL

The following section provides a description of the instruments in each level in the hierarchy. It describes notably instruments classified in Level 3 and the associated valuation methodologies.
For main trading book instruments and derivatives classified in Level 3, further quantitative information is provided about the inputs used to derive fair value.

Level 1

This level encompasses all derivatives and securities that are listed on exchanges or quoted continuously in other active markets.

Level 1 includes notably equity securities and liquid bonds, shortselling of these instruments, derivative instruments traded on organised markets (futures, options, ...). It includes shares of funds and UCITS, for which the net asset value is calculated on a daily basis, as well as debt representative of shares of consolidated funds held by third parties.

Level 2

The Level 2 stock of securities is composed of securities which are less liquid than the Level 1 bonds. They are predominantly government bonds, corporate debt securities, mortgage backed securities, fund shares and short-term securities such as certificates of deposit. They are classified in Level 2 notably when external prices for the same security can be regularly observed from a reasonable number of market makers that are active in this security, but these prices do not represent directly tradable prices. This comprises amongst other, consensus pricing services with a reasonable number of contributors that are active market makers as well as indicative runs from active brokers and/or dealers. Other sources such as primary issuance market, collateral valuation and counterparty collateral valuation matching may also be used where relevant.

Repurchase agreements are classified predominantly in Level 2. The classification is primarily based on the observability and liquidity of the repo market, depending on the underlying collateral.

Debts issued designated as at fair value through profit and loss, are classified in the same level as the one that would apply to the embedded derivative taken individually. The issuance spread is considered observable.

Derivatives classified in Level 2 comprise mainly the following instruments:

- Vanilla instruments such as interest rate swaps, caps, floors and swaptions, credit default swaps, equity/foreign exchange (FX)/commodities forwards and options;
- Structured derivatives such as exotic FX options, mono- and multi-underlying equity/funds derivatives, single curve exotic interest rate derivatives and derivatives based on structured rates.

Derivatives are classified in Level 2 when there is a documented stream of evidence supporting one of the following:

- Fair value is predominantly derived from prices or quotations of other Level 1 and Level 2 instruments, through standard market interpolation or stripping techniques whose results are regularly corroborated by real transactions;
- Fair value is derived from other standard techniques such as replication or discounted cash flows that are calibrated to observable prices, that bear limited model risk and enable an effective offset of the risks of the instrument through trading Level 1 or Level 2 instruments;
- Fair value is derived from more complex or proprietary valuation techniques but is directly evidenced through regular back-testing using external market-based data.

Determining of whether an over-the-counter (OTC) derivative is eligible for Level 2 classification involves judgement. Consideration is given to the origin, transparency and reliability of external data used, and the amount of uncertainty associated with the use of models. It follows that the Level 2 classification criteria involve multiple analysis axis within an “observability zone” whose limits are determined by i) a predetermined list of product categories and ii) the underlying and maturity bands. These criteria are regularly reviewed and updated, together with the applicable additional valuation adjustments, so that the classification by level remains consistent with the valuation adjustment policy.

Level 3

Level 3 securities of the trading book mainly comprise CLOs and CDOs of ABSs linked to legacy activity. Other Level 3 securities designated as at fair value through profit or loss or classified as available for sale comprise units of funds and unquoted equity shares.

CLOs represent the large majority of the Level 3 trading book stock. Fair value is determined using a methodology that takes into consideration both the available external indicative prices as well as discounted expected cash flows. Constant prepayment rates are amongst the main unobservable inputs required to model the underlying pool of cash flow payments. Other unobservable inputs are related to the cash/synthetic funding basis and the discounting margin.

CDOs of ABSs collateral pools comprise Commercial Real Estate Loans, Commercial Mortgage Backed Securities – CMBSs and Residential Mortgage Backed Securities – RMBSs. The fair value of CDOs is based on a "liquidation approach" and a "discounted expected cash flow" approach, depending on the distressed nature of the collateral.

For RMBSs, prices are obtained to a large extent from external sources, while for Commercial Real Estate Loans prices are independently valued by an external provider.

The Discounted Expected Cash flow approach for CDOs takes in consideration both an internal and an external independent set of hypotheses to derive expectations about the underlying cash flow payments. Such cash flow expectations are then passed through the CDO waterfall modelled in external platforms, allowing deriving cash flow expectations of the considered CDO tranche. Similarly to the above, fair value requires assumptions about the cash/synthetic funding basis and a discount margin.

Fund units relate to real estate funds for which the valuation of the underlying investments is not frequent, as well as hedge funds for which the observation of the net asset value is not frequent.

Unlisted private equities are systematically classified as Level 3, with the exception of UCITS with a daily net asset value, presented as unlisted securities in note 5.c , but which are classified in the Level 1 of the fair value hierarchy.

Repurchase agreements**: **mainly long-term or structured repurchase agreements on corporate bonds and ABSs: The valuation of these transactions requires proprietary methodologies given the bespoke nature of the transactions and the lack of activity and price discovery in the long-term repo market. The curves used in the valuation are corroborated using available data such as the implied basis of the relevant benchmark bond pool, recent long-term repo trade data and price enquiry data. Additional valuation adjustments applicable to these exposures are commensurate with the degree of uncertainty inherent in the modelling choices and amount of data available.

Debts issued designated as at fair value through profit and loss, are classified in the same level as the one that would apply to the embedded derivative taken individually. The issuance spread is considered observable.

Derivatives

Vanilla derivatives are classified in Level 3 when the exposure is beyond the observation zone for rate curves or volatility surfaces, or relates to less liquid markets such as tranches on old credit index series or emerging markets interest rates markets. The main instruments are:

- ***Interest rate derivatives***: exposures mainly comprise swap products in less liquid currencies. Classification is driven by the lower liquidity of some maturities, while observation capabilities through consensus may be available. The valuation technique is standard, and uses external market information and extrapolation techniques.

- ***Credit derivatives (CDS)***: exposures mainly comprise CDSs beyond the maximum observable maturity and, to a much lesser extent, CDSs on illiquid or distressed names and CDSs on loan indices. Classification is driven by the lack of liquidity while observation capabilities may be available notably through consensus. Level 3 exposures also comprise CDS and Total Return Swaps (TRS) positions on securitised assets. These are priced along the same modelling techniques as the underlying bonds, taking into consideration the funding basis and specific risk premium.

- ***Equity derivatives***: exposures essentially comprise long dated forward or volatility products or exposures where there is a limited market for optional products. The marking of the forward curves and volatility surfaces beyond the maximum observable maturity relies on extrapolation techniques. However, when there is no market for model input, volatility or forward is generally determined on the basis of proxy or historical analysis.

These vanilla derivatives are subject to additional valuation adjustments linked to uncertainty on liquidity, specialised by nature of underlying and liquidity bands.

Complex derivatives classified in Level 3 predominantly comprise hybrid products (FX/Interest Rates hybrids, Equity hybrids), credit correlation products, prepayment-sensitive products, some stock basket optional products and some interest rate optional instruments. The main exposures, related valuation techniques and associated source of uncertainty are as follows:

- ***Hybrid FX/Interest rate products*** essentially comprise a specific product family known as Power Reverse Dual Currency (PRDC). The valuation of PRDCs requires complex modelling of joint behaviour of FX and interest rate, and is notably sensitive to the unobservable FX/ interest rate correlations. PRDCs valuations are corroborated with recent trade data and consensus data.

- ***Securitisation swaps*** mainly comprise fixed rate swaps, cross currency or basis swaps whose notional is indexed to the prepayment behaviour of some underlying portfolio. The estimation of the maturity profile of securitisation swaps is corroborated by statistical estimates using external historical data.

- ***Forward volatility options*** are generally products whose pay-off is indexed to the future variability of a rate index such as volatility swaps. These products involve material model risk as it is difficult to infer forward volatility information from the market-traded instruments. The valuation adjustment framework is calibrated to the uncertainty inherent in the product, and to the range of uncertainty from the existing external consensus data.

- ***Inflation derivatives*** classified in Level 3 mainly comprise swap products on inflation indices that are not associated with a liquid indexed bond market, optional products on inflation indices (such as caps and floors) and other forms of inflation indices involving optionality on the inflation indices or on the inflation annual rate. Valuation techniques used for inflation derivatives are predominantly standard market models. Proxy techniques are used for a few limited exposures. Although the valuations are corroborated through monthly consensus data, these products are classified as Level 3 due to their lack of liquidity and some uncertainties inherent in the calibration.

- The valuation of ***bespoke CDOs*** requires correlation of default events. This information is inferred from the active index tranche market through a proprietary projection technique and involves proprietary extrapolation and interpolation techniques. Multi-geography CDOs further require an additional correlation assumption. Finally, the bespoke CDO model also involves proprietary assumptions and parameters related to the dynamic of the recovery factor. CDO modelling, is calibrated on the observable index tranche markets, and is regularly back-tested against consensus data on standardised pools. The uncertainty arises from the model risk associated with the projection and geography mixing technique, and the uncertainty of associated parameters, together with the recovery modelling.

- ***N to Default baskets*** are other forms of credit correlation products, modelled through standard copula techniques. The main inputs required are the pair-wise correlations between the basket components which can be observed in the consensus and the transactions. Linear baskets are considered observable.

- ***Equity and equity-hybrid correlation products*** are instruments whose pay-off is dependent on the joint behaviour of a basket of equities/indices leading to a sensitivity of the fair value measurement to the correlation amongst the basket components. Hybrid versions of these instruments involve baskets that mix equity and non-equity underlyings such as commodity indices. Only a subset of the Equity/index correlation matrix is regularly observable and traded, while most cross-asset correlations are not active. Therefore, classification in Level 3 depends on the composition of the basket, the maturity, and the hybrid nature of the product. The correlation input is derived from a proprietary model combining historical estimators, and other adjustment factors, that are corroborated by reference to recent trades or external data. The correlation matrix is essentially available from consensus services, and when a correlation between two underlying instruments is not available, it might be obtained from extrapolation or proxy techniques.

These complex derivatives are subject to specific additional valuation adjustments to cover uncertainties linked to liquidity, parameters and model risk.

Valuation adjustments (CVA, DVA and FVA)

The additional valuation adjustment for counterparty credit risk (CVA), own-credit risk for derivatives (DVA) and the explicit funding valuation adjustment (FVA) are deemed to be unobservable components of the valuation framework and therefore classified in Level 3. This does not impact, in general cases, the classification of individual transactions into the fair value hierarchy. However since 2014, a specific process allows to identify individual deals for which the marginal contribution of these adjustments and related uncertainty is significant. Are particularly concerned some poorly collateralized instruments with very long residual maturity.

For these products classified in Level 3, the following table provides the range of values of main unobservable inputs. The ranges displayed correspond to a variety of different underlying instruments and are meaningful only in the context of the valuation technique implemented by BNP Paribas. The weighted averages, where relevant and available, are based on fair values, nominal amounts or sensitivities.

Risk classes	Balance Sheet valuation		Main product types composing the Level 3 stock within the risk class	Valuation technique used for the product types considered	Main unobservable inputs for the product types considered	Range of unobservable input across Level 3 population considered	Weighted average
	Asset	Liability					
Cash instruments	2,364		Collateralised Loan Obligations (CLO) CDOs of ABSs (RMBSs, Commercial Real Estate Loans, CMBSs)	Combination of liquidation approach and discounted future cash flow approach	Discount margin	25 bp to 1,282 bp (1)	193 bp (a)
					Constant payment rate (CLOs)	0 -10%	10% (b)
					Cash / synthetic funding basis (€)	2 - 6 bp	not meaningful
Repurchase agreements	5,548	13,995	Long-term repo and reverse-repo agreements	Proxy techniques, based amongst other on the funding basis of a benchmark bond pool, that is actively traded and representative of the underlying repo	Long-term repo spread on private bonds (High Yield, High Grade) and on ABSs	0 bp - 90 bp	66 bp (c)
Interest rate derivatives	7,367	4,272	Hybrid Forex / Interest rates derivatives	Hybrid Forex interest rate option pricing model	Correlation between FX rate and interest rates. Main currency pairs are EUR/JPY, USD/JPY, AUD/JPY	25% - 56%	45% (c)
			Floors and caps on inflation rate or on the cumulative inflation (such as redemption floors), predominantly on European and French inflation	Inflation pricing model	Volatility of cumulative inflation	0.8% - 10%	(d)
					Volatility of the year on year inflation rate	0.4% - 1.8%	
			Forward Volatility products such as volatility swaps, mainly in euro	Interest rates option pricing model	Forward volatility of interest rates	0.3% - 0.7%	(d)
			Balance-guaranteed fixed rate, basis or cross currency swaps, predominantly on European collateral pools	Prepayment modeling Discounted cash flows	Constant prepayment rates	0.1 - 40%	10% (c)
Credit Derivatives	1,242	1,475	Collateralised Debt Obligations and index tranches for inactive index series	Base correlation projection technique and recovery modelling	Base correlation curve for bespoke portfolios	10% to 93%	(d)
					Inter-regions default cross correlation	70 - 90%	80%(a)
					Recovery rate variance for single name underlyings	0 - 25%	(d)
			N-to-default baskets	Credit default model	Default correlation	50% - 98%	60% (c)
			Single name Credit Default Swaps (other than CDS on ABSs and loans indices)	Stripping, extrapolation and interpolation	Credit default spreads beyond observation limit (10 years)	40 bp to 128 bp (2)	104 bp (a)
					Illiquid credit default spread curves (across main tenors)	12 bp to 896 bp (3)	193 bp (a)
Equity Derivatives	1,700	5,051	Simple and complex derivatives on multi-underlying baskets on stocks	Various volatility option models	Unobservable equity volatility	4% - 132% (4)	27% (e)
					Unobservable equity correlation	22% - 98%	61% (a)

(1) The lower part of the range is relative to short dated securities, while the upper relates to US CDOs of ABSs, which are not significant to the balance sheet since their prices are close to zero. Removing these outliers, the discount margin would range from 25bp to 731bp.

(2) The upper part of the range relates to non material balance sheet and net risk position on European sovereign issuers.

(3) The upper bound of the range relates to distressed names that represent an insignificant portion of the balance sheet on CDSs with illiquid underlying. Removing this portion, the upper bound of the range would be around 450bp.

(4) The upper part of the range relates to an equity instrument representing a non-material portion of the balance sheet on options with equity underlying instruments. Removing this outlier, the upper bound of the range would be around 65 %.

(a) Weighting is not based on risks, but on an alternative methodology in relation with the Level 3 instruments (PV or notional)

(b) The upper bound of the range relates to CLOs which represent the large majority of the exposures

(c) Weights based on relevant risk axis at portfolio level

(d) No weighting since no explicit sensitivity is attributed to these inputs

(e) Simple averaging

TABLE OF MOVEMENTS IN LEVEL 3 FINANCIAL INSTRUMENTS

For Level 3 financial instruments, the following movements occurred between 1 January 2013 and 31 December 2014:

	Financial Assets				Financial Liabilities		
In millions of euros	Financial instruments at fair value through profit or loss held for trading	Financial instruments designated as at fair value through profit or loss	Available-for-sale financial assets	TOTAL	Financial instruments at fair value through profit or loss held for trading	Financial instruments designated as at fair value through profit or loss	TOTAL
At 31 December 2012	**13,639**	**4,049**	**9,936**	**27,624**	**(17,289)**	**(8,554)**	**(25,843)**
Purchases	5,145	2,382	973	**8,500**			**-**
Issues				**-**	(6,963)	(8,134)	**(15,097)**
Sales	(2,414)	(2,383)	(1,122)	**(5,919)**			**-**
Settlements (1)	(1,917)	(1,111)	(701)	**(3,729)**	6,563	6,595	**13,158**
Transfers to level 3	850	12	133	**995**	(569)	(554)	**(1,123)**
Transfers from level 3	(866)	(89)	(1,551)	**(2,506)**	628	153	**781**
Gains (or losses) recognised in profit or loss with respect to transactions expired or terminated during the period	73	95	(171)	**(3)**	321	119	**440**
Gains (or losses) recognised in profit or loss with respect to unexpired instruments at the end of the period	30	(96)		**(66)**	113	213	**326**
Changes in fair value of assets and liabilities recognised directly in equity							
- Items related to exchange rate movements	(303)		(72)	**(375)**	300	39	**339**
- Changes in fair value of assets and liabilities recognised in equity			255	**255**			**-**
At 31 December 2013 (2)	**14,237**	**2,859**	**7,680**	**24,776**	**(16,896)**	**(10,123)**	**(27,019)**
Purchases	8,725	2,743	3,532	**15,000**			**-**
Issues				**-**	(12,622)	(4,506)	**(17,128)**
Sales	(1,459)	(2,562)	(1,266)	**(5,287)**			**-**
Settlements (1)	(7,727)	(233)	(1,262)	**(9,222)**	3,838	2,507	**6,345**
Transfers to level 3	3,204		90	**3,294**	(2,188)	(4,178)	**(6,366)**
Transfers from level 3	(3,106)	(122)	(409)	**(3,637)**	332	4,197	**4,529**
Gains (or losses) recognised in profit or loss with respect to transactions expired or terminated during the period	132	48	(87)	**93**	880	239	**1,119**
Gains (or losses) recognised in profit or loss with respect to unexpired instruments at the end of the period	5,302	70	(8)	**5,364**	2,127	313	**2,440**
Changes in fair value of assets and liabilities recognised directly in equity							
- Items related to exchange rate movements	647		151	**798**	(950)	(181)	**(1,131)**
- Changes in fair value of assets and liabilities recognised in equity			812	**812**			**-**
At 31 December 2014	**19,955**	**2,803**	**9,233**	**31,991**	**(25,479)**	**(11,732)**	**(37,211)**

(1) For the assets, includes redemptions of principal, interest payments as well as cash inflows and outflows relating to derivatives. For the liabilities, includes principal redemptions, interest payments as well as cash inflows and outflows relating to derivatives the fair value of which is negative.
(2) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

The main changes during 2014 are mainly transfers to Level 3 of instruments whose valuation adjustments (CVA, DVA and FVA) are significant. They amounted to EUR 2.4 billion.

Transfers have been reflected as if they had taken place at the end of the reporting period.

The Level 3 financial instruments may be hedged by other Level 1 and Level 2 instruments, the gains and losses of which are not shown in this table. Consequently, the gains and losses shown in this table are not representative of the gains and losses arising from management of the net risk on all these instruments.

SENSITIVITY OF FAIR VALUE TO REASONABLY POSSIBLE CHANGES IN LEVEL 3 ASSUMPTIONS

The following table summarizes those financial assets and financial liabilities classified as Level 3 for which alternative assumptions in one or more of the unobservable inputs would change fair value significantly.

The amounts disclosed are intended to illustrate the range of possible uncertainty inherent to the judgement applied when estimating Level 3 parameters, or when selecting valuation techniques. These amounts reflect valuation uncertainties that prevail at the measurement date, and even though such uncertainties predominantly derive from the portfolio sensitivities that prevailed at that measurement date, they are not predictive or indicative of future movements in fair value, nor do they represent the effect of market stress on the portfolio value.

In estimating sensitivities, BNP Paribas either remeasured the financial instruments using reasonably possible inputs, or applied assumptions based on the additional valuation adjustment policy.

For the sake of simplicity, the sensitivity on cash instruments that are not relating to securitised instruments was based on a uniform 1% shift in the price. More specific shifts were however calibrated for each class of the Level 3 securitised exposures, based on the possible ranges of the unobservable inputs.

For derivative exposures, the sensitivity measurement is based on the additional credit valuation (CVA), the explicit funding valuation adjustment (FVA) and the parameter and model uncertainty additional adjustments related to Level 3.

Regarding the additional credit valuation (CVA) and the explicit funding valuation adjustment (FVA), the uncertainty was calibrated based on prudent valuation adjustments described in the technical standard "Prudent Valuation" published by the European Banking Authority. For other additional adjustments, two scenarios were considered: a favourable scenario where all or portion of the additional valuation adjustment is not considered by market participants, and an unfavourable scenario where market participants would require as much as twice the additional valuation adjustments considered by BNP Paribas for entering into a transaction.

In millions of euros	31 December 2014		31 December 2013[1]	
	Potential impact on income	Potential impact on equity	Potential impact on income	Potential impact on equity
Treasury bills and government bonds				
Asset Backed Securities (ABS)	+/-43	+/-2	+/-62	+/-3
CDOs / CLOs	*+/-43*	*+/-2*	*+/-62*	
Other Asset Backed Securities				*+/-3*
Other fixed-income securities	+/-10	+/-19	+/-2	+/-10
Equities and other variable-income securities	+/-32	+/-71	+/-32	+/-63
Repurchase agreements	+/-84		+/-44	
Derivative financial instruments	+/-1,076		+/-1,010	
Interest rate derivatives	*+/-831*		*+/-691*	
Credit derivatives	*+/-73*		*+/-159*	
Equity derivatives	*+/-135*		*+/-125*	
Other derivatives	*+/-37*		*+/-35*	
Sensitivity of Level 3 financial instruments	**+/-1,245**	**+/-92**	**+/-1,150**	**+/-76**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

DEFERRED MARGIN ON FINANCIAL INSTRUMENTS MEASURED USING TECHNIQUES DEVELOPED INTERNALLY AND BASED ON INPUTS PARTLY UNOBSERVABLE IN ACTIVE MARKETS

Deferred margin on financial instruments ("Day One Profit") only concerns the scope of market activities eligible for Level 3.

The day one profit is calculated after setting aside additional valuation adjustments for uncertainties as described previously and released to profit or loss over the expected period for which the inputs will be unobservable. The unamortised amount is included under "Financial instruments at fair value through profit or loss" as a reduction in the fair value of the relevant complex transactions.

In millions of euros	Deferred margin at 31 December 2013	Deferred margin on transactions during the year	Margin taken to the profit and loss account during the year	Deferred margin at 31 December 2014
Interest rate derivatives	193	123	(68)	248
Credit derivatives	177	83	(91)	169
Equity derivatives	244	261	(189)	316
Other derivatives	18	20	(20)	18
Derivative financial instruments	**632**	**487**	**(368)**	**751**

5.e RECLASSIFICATION OF FINANCIAL INSTRUMENTS INITIALLY RECOGNISED AT FAIR VALUE THROUGH PROFIT OR LOSS HELD FOR TRADING PURPOSES OR AS AVAILABLE-FOR-SALE ASSETS

The amendments to IAS 39 and IFRS 7 adopted by the European Union on 15 October 2008 permit the reclassification of instruments initially held for trading or available-for-sale within the customer loan portfolios or as available-for-sale securities.

In millions of euros	Reclassification date	31 December 2014		31 December 2013[1]	
		Carrying value	Market or model value	Carrying value	Market or model value
Structured transactions and other fixed-income securities from the available-for-sale portfolio		**700**	**869**	**944**	**1,086**
of which Portuguese sovereign securities	30 June 2011	419	495	623	696
of which Irish sovereign securities	30 June 2011	223	314	215	289
of which structured transactions and other fixed-income securities	30 June 2009	58	60	106	101
Structured transactions and other fixed-income securities from the trading portfolio	1 October 2008 / 30 June 2009	**1,979**	**1,970**	**2,369**	**2,341**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Without these reclassifications, the Group's net income would not have been significantly different for the year ended 31 December 2014, nor for the year ended 31 December 2013. Similarly, changes in value of assets and liabilities recognised directly in equity would not have been significantly different in 2014, nor in 2013.

5.f INTERBANK AND MONEY-MARKET ITEMS

- **Loans and receivables due from credit institutions**

In millions of euros	31 December 2014	31 December 2013[1]
On demand accounts	7,924	7,239
Loans [2]	33,010	48,709
Repurchase agreements	2,671	1,989
Total loans and receivables due from credit institutions, before impairment	**43,605**	**57,937**
of which doubtful loans	*439*	*747*
Impairment of loans and receivables due from credit institutions (note 3.f)	**(257)**	**(392)**
specific impairment	(230)	(357)
collective provisions	(27)	(35)
Total loans and receivables due from credit institutions, net of impairment	**43,348**	**57,545**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).
[2] Loans and receivables due from credit institutions include term deposits made with central banks, which amounted to EUR 1,973 million as at 31 December 2014 (EUR 5,331 million as at 31 December 2013).

- **Due to credit institutions**

In millions of euros	31 December 2014	31 December 2013[1]
On demand accounts	11,618	9,485
Borrowings	72,956	68,484
Repurchase agreements	5,778	6,625
Total due to credit institutions	**90,352**	**84,594**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

5.g CUSTOMER ITEMS

- **Loans and receivables due from customers**

In millions of euros	31 December 2014	31 December 2013[1]
On demand accounts	58,444	45,523
Loans to customers	596,293	565,134
Repurchase agreements	1,832	954
Finance leases	27,252	26,180
Total loans and receivables due from customers, before impairment	**683,821**	**637,791**
of which doubtful loans	*42,896*	*43,585*
Impairment of loans and receivables due from customers (note 3.f)	**(26,418)**	**(25,336)**
specific impairment	(22,762)	(21,755)
collective provisions	(3,656)	(3,581)
Total loans and receivables due from customers, net of impairment	**657,403**	**612,455**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- **Breakdown of finance leases**

In millions of euros	31 December 2014	31 December 2013[(1)]
Gross investment	31,061	29,472
Receivable within 1 year	*8,764*	*8,176*
Receivable after 1 year but within 5 years	*16,130*	*14,855*
Receivable beyond 5 years	*6,167*	*6,441*
Unearned interest income	**(3,809)**	**(3,292)**
Net investment before impairment	27,252	26,180
Receivable within 1 year	*7,765*	*7,378*
Receivable after 1 year but within 5 years	*14,041*	*13,179*
Receivable beyond 5 years	*5,446*	*5,623*
Impairment provisions	**(1,038)**	**(981)**
Net investment after impairment	26,214	25,199

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- **Due to customers**

In millions of euros	31 December 2014	31 December 2013[(1)]
On demand deposits	372,393	303,900
Term accounts and short-term notes	159,312	140,556
Regulated savings accounts	105,174	103,787
Repurchase agreements	4,670	5,254
Total due to customers	641,549	553,497

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

5.h PAST-DUE AND DOUBTFUL LOANS

The following tables present the carrying amounts of financial assets that are past due but not impaired and impaired assets and related collateral or other guarantees. The amounts shown are stated before any provision on a portfolio basis.

The amounts shown for collateral and other guarantees correspond to the lower of the value of the collateral or other guarantee and the value of the secured assets.

- **Past-due but not impaired loans**

In millions of euros	31 December 2014 < 90 days	> 90 days < 180 days	> 180 days < 1 year	> 1 year	Total	Collateral received
Loans and receivables due from credit institutions	140				140	90
Loans and receivables due from customers	11,643	326	66	217	12,252	6,048
Total past-due but not impaired loans	**11,783**	**326**	**66**	**217**	**12,392**	**6,138**

In millions of euros	31 December 2013[(1)] < 90 days	> 90 days < 180 days	> 180 days < 1 year	> 1 year	Total	Collateral received
Loans and receivables due from credit institutions	274			21	295	65
Loans and receivables due from customers	11,971	214	68	279	12,532	6,872
Total past-due but not impaired loans	**12,245**	**214**	**68**	**300**	**12,827**	**6,937**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- **Doubtful loans**

In millions of euros	31 December 2014			
	Doubtful loans			Collateral received
	Gross value	Impairment	Net	
Available-for-sale financial assets (excl. variable-income securities) (note 5.c)	201	(85)	116	
Loans and receivables due from credit institutions (note 5.f)	439	(230)	209	109
Loans and receivables due from customers (note 5.g)	42,896	(22,762)	20,134	13,190
Doubtful assets	**43,536**	**(23,077)**	**20,459**	**13,299**
Financing commitments given	461	(32)	429	321
Guarantee commitments given	1,076	(280)	796	-
Off-balance sheet doubtful commitments	**1,537**	**(312)**	**1,225**	**321**
Total	**45,073**	**(23,389)**	**21,684**	**13,620**

In millions of euros	31 December 2013[(1)]			
	Doubtful loans			Collateral received
	Gross value	Impairment	Net	
Available-for-sale financial assets (excl. variable-income securities) (note 5.c)	136	(84)	52	
Loans and receivables due from credit institutions (note 5.f)	747	(357)	390	288
Loans and receivables due from customers (note 5.g)	43,585	(21,755)	21,830	13,162
Doubtful assets	**44,468**	**(22,196)**	**22,272**	**13,450**
Financing commitments given	648	(64)	584	149
Guarantee commitments given	1,099	(271)	828	295
Off-balance sheet doubtful commitments	**1,747**	**(335)**	**1,412**	**444**
Total	**46,215**	**(22,531)**	**23,684**	**13,894**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

5.i DEBT SECURITIES AND SUBORDINATED DEBT

This note covers all debt securities in issue and subordinated debt measured at amortised cost and designated as at fair value through profit or loss.

DEBT SECURITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (note 5.a)

Issuer / Issue date In millions of euros	Currency	Original amount in foreign currency (millions)	Date of call or interest step-up	Interest rate	Interest step-up	Subordination ranking (1)	Conditions precedent for coupon payment (2)	Amount (3) eligible to Tier 1	Amount (3) eligible to Tier 2	31 Dec 2014	31 Dec 2013(4)
Debt securities						1				48,171	42,344
Subordinated debt								241	390	1,550	1,613
- Redeemable subordinated debt			(5)			2		-	352	733	817
- Perpetual subordinated debt								241	38	817	796
BNP Paribas Fortis Dec. 2007	EUR	3,000	Dec.-14	3-month Euribor +200 bp	-	5	A	241		780	748
Others									38	37	48

(1) The subordination ranking reflects where the debt stands in the order of priority for repayment against other financial liabilities.

(2) Conditions precedent for coupon payment:

A Coupon payments are halted should the issuer have insufficient capital or the underwriters become insolvent or when the dividend declared for Ageas shares falls below a certain threshold.

(3) Given the eligibility criteria and prudential adjustments, including the own credit risk and instruments amortisation.

(4) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

(5) After agreement from the banking supervisory authority and at the issuer's initiative, these debt issues may contain a call provision authorising the Group to redeem the securities prior to maturity by repurchasing them in the stock market, via public tender offers, or in the case of private placements over the counter. Debt issued by BNP Paribas SA or foreign subsidiaries of the Group via placements in the international markets may be subject to early redemption of the capital and early payment of interest due at maturity at the issuer's discretion on or after a date stipulated in the issue particulars (call option), or in the event that changes in the applicable tax rules oblige the BNP Paribas group issuer to compensate debt-holders for the consequences of such changes. Redemption may be subject to a notice period of between 15 and 60 days, and is in all cases subject to approval by the banking supervisory authorities.

The perpetual subordinated debt recognised at fair value through profit or loss mainly consists of Convertible And Subordinated Hybrid Equity-linked Securities (CASHES) issued by BNP Paribas Fortis (previously Fortis Banque) in December 2007.

The CASHES are perpetual securities but may be exchanged for Ageas (previously Fortis SA/NV) shares at the holder's sole discretion at a price of EUR 239.40. However, as of 19 December 2014, the CASHES will be automatically exchanged into Ageas shares if their price is equal to or higher than EUR 359.10 for twenty consecutive trading days. The principal amount will never be redeemed in cash. The rights of the CASHES holders are limited to the Ageas shares held by BNP Paribas Fortis and pledged to them.

Ageas and BNP Paribas Fortis have entered into a Relative Performance Note (RPN) contract, the value of which varies contractually so as to offset the impact on BNP Paribas Fortis of the relative difference between changes in the value of the CASHES and changes in the value of the Ageas shares.

On 25 January 2012, Ageas and BNP Paribas Fortis signed an agreement concerning the purchase of all perpetual subordinated notes by BNP Paribas Fortis and the partial settlement of the RPN, following which the CASHES have been partially purchased in cash, and then converted into the Ageas underlying shares.

At 31 December 2014, the net balance represents a subordinated liability of EUR 241 million that is eligible to Tier 1 capital (during the transitional period).

Maturity schedule of medium and long-term debt securities and redeemable subordinated debt designated as at fair value through profit or loss with a maturity at issuance of more than one year:

Maturity or call option date, in millions of euros	2015	2016	2017	2018	2019	2020 - 2024	After 2024	Total at 31 Dec. 2014
Medium- and long-term debt securities	9,773	7,759	5,667	4,699	5,631	8,665	5,977	48,171
Redeemable subordinated debt	254	16	279	43		98	43	733
Total	**10,027**	**7,775**	**5,946**	**4,742**	**5,631**	**8,763**	**6,020**	**48,904**

Maturity or call option date, in millions of euros	2014	2015	2016	2017	2018	2019 - 2023	After 2023	Total at 31 Dec. 2013(1)
Medium- and long-term debt securities	9,496	6,866	6,412	4,578	4,783	5,641	4,568	42,344
Redeemable subordinated debt	98	244	16	281	43	97	38	817
Total	**9,594**	**7,110**	**6,428**	**4,859**	**4,826**	**5,738**	**4,606**	**43,161**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

DEBT SECURITIES MEASURED AT AMORTISED COST

Issuer / Issue date In millions of euros	Currency	Original amount in foreign currency (millions)	Date of call or interest step-up	Interest rate	Interest step-up	Subordination ranking [1]	Conditions precedent for coupon payment [2]	Amount [3] eligible to Tier 1	Amount [3] eligible to Tier 2	31 Dec. 2014	31 Dec. 2013[4]
Debt securities										**187,074**	**186,686**
- Debt securities in issue with an initial maturity of less than one year						1				**95,673**	**95,234**
Negotiable debt securities										95,673	95,234
- Debt securities in issue with an initial maturity of more than one year						1				**91,401**	**91,452**
Negotiable debt securities										80,079	78,123
Bonds										11,322	13,329
Subordinated debt								**83**	**7,934**	**13,936**	**11,824**
- Redeemable subordinated debt			(5)			2		**83**	**7,126**	**12,095**	**10,085**
- Undated subordinated notes			(5)					**-**	**586**	**1,607**	**1,493**
BNP Paribas SA Oct. 85	EUR	305	-	TMO - 0.25%	-	3	B		254	254	254
BNP Paribas SA Sept. 86	USD	500	-	6 month Libor + 0.075%	-	3	C		226	226	199
BNP Paribas Fortis Oct. 04	EUR	1,000	Oct.-14	4.625%	3 months Euribor + 170 bp	5	D				945
BNP Paribas Cardif Nov. 14	EUR	1,000	Nov. - 25	4.032%	3 months Euribor + 393 bp	3	E			1,000	
Other									106	127	95
- Participating notes								**-**	**222**	**222**	**222**
BNP Paribas SA July 84 [6]	EUR	337	-	(7)	-	4	NA		215	215	215
Other									7	7	7
- Expenses and commission, related debt								**-**	**-**	**12**	**24**

[1] [5] see reference relating to "Debt securities at fair value through profit or loss"

[2] Conditions precedent for coupon payment

B Payment of the interest is mandatory, unless the Board of Directors decides to postpone these payments after the Shareholders' General Meeting has officially noted that there is no income available for distribution, where this occurs within the 12 month period preceding the due date for payment of the interest. Interest payments are cumulative and are payable in full once dividend payments resume.

C Payment of the interest is mandatory, unless the Board of Directors decides to postpone these payments after the Shareholders' General Meeting in ordinary session has validated the decision not to pay out a dividend, where this occurs within the 12 month period preceding the due date for payment of the interest. Interest payments are cumulative and are payable in full once dividend payments resume. The bank has the option of resuming payment of interest arrears, even where no dividend is paid out.

D Coupons are paid in the form of other securities if Tier 1 capital stands at less than 5% of the issuer's risk-weighted assets.

E Payment of the interest is mandatory, except for cases of regulatory deficiency, in agreement with the regulator, or of suspension of payments. Interest payments are cumulative and are payable in full, once coupon payments resume, or, if these events occur before, when the issuance is redeemed or when the issuer is liquidated.

[3] Given the eligibility criteria and prudential adjustments, including the own credit risk and instruments amortisation.

[4] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

[6] The participating notes issued by BNP Paribas SA may be repurchased as provided for in the law of 3 January 1983. The number of notes in the market is 1,434,092.

[7] Depending on net income subject to a minimum of 85% of the TMO rate and a maximum of 130% of the TMO rate.

On 27 October 2014, BNP Paribas Fortis redeemed the perpetual subordinated notes issued in October 2004 for EUR 1 billion.

On 25 November 2014, BNP Paribas Cardif issued EUR 1 billion of undated subordinated notes.

On 20 January 2015, BancWest Corporation redeemed the EUR 100 million redeemable subordinated notes issued in July 1997. Their euro-equivalent value as at 31 December 2014 was EUR 83 million and they were eligible to Tier 1.

Maturity schedule of medium and long-term debt securities and redeemable subordinated debt carried at amortised cost with a maturity at issuance of more than one year:

Maturity or call option date, in millions of euros	2015	2016	2017	2018	2019	2020 - 2024	After 2024	Total at 31 Dec. 2014
Medium- and long-term debt securities	19,716	13,011	11,910	5,668	10,191	27,480	3,425	91,401
Redeemable subordinated debt	1,240	1,420	3,938	633	195	2,207	2,462	12,095
Total	**20,956**	**14,431**	**15,848**	**6,301**	**10,386**	**29,687**	**5,887**	**103,496**

Maturity or call option date, in millions of euros	2014	2015	2016	2017	2018	2019 - 2023	After 2023	Total at 31 Dec. 2013(1)
Medium- and long-term debt securities	17,355	17,308	11,384	10,276	6,761	24,900	3,468	91,452
Redeemable subordinated debt	1,362	1,116	1,008	4,116	545	1,676	262	10,085
Total	**18,717**	**18,424**	**12,392**	**14,392**	**7,306**	**26,576**	**3,730**	**101,537**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

5.j HELD-TO-MATURITY FINANCIAL ASSETS

In millions of euros	31 December 2014	31 December 2013(1)
Treasury bills and government bonds	8,836	9,752
Other fixed-income securities	129	129
Total held-to-maturity financial assets	**8,965**	**9,881**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

No held-to-maturity financial asset has been impaired as at 31 December 2014, nor as at 31 December 2013.

5.k Current and deferred taxes

In millions of euros	31 December 2014	31 December 2013[(1)]
Current taxes	1,470	1,460
Deferred taxes	7,159	7,390
Current and deferred tax assets	**8,629**	**8,850**
Current taxes	794	815
Deferred taxes	2,099	1,662
Current and deferred tax liabilities	**2,893**	**2,477**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Change in deferred tax over the period:

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[(1)]
Net deferred taxes at start of period	**5,728**	**5,828**
Net losses arising from deferred taxes (note 3.h)	(8)	(235)
Changes in deferred taxes linked to changes in value and reversal through profit or loss of changes in value of available-for-sale financial assets, including those reclassified as loans and receivables	(842)	(204)
Changes in deferred taxes linked to changes in value and reversal through profit or loss of changes in value of cash flow hedge derivatives	(424)	455
Changes in deferred taxes linked to items recognised directly in equity that will not be reclassified to profit and loss	143	(166)
Effect of exchange rate, scope and other movements	463	50
Net deferred taxes at end of period	**5,060**	**5,728**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Breakdown of deferred tax assets and liabilities by nature:

In millions of euros	31 December 2014	31 December 2013[(1)]
Available-for-sale financial assets, including those reclassified as loans and receivables	(1,292)	(450)
Unrealised finance lease reserve	(571)	(551)
Provisions for employee benefit obligations	1,191	993
Provisions for credit risk	3,155	2,827
Other items	109	135
Tax loss carryforwards	2,468	2,774
Net deferred taxes	**5,060**	**5,728**
Deferred tax assets	7,159	7,390
Deferred tax liabilities	(2,099)	(1,662)

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Unrecognised deferred tax assets totalled EUR 1,836 million at 31 December 2014 compared with EUR 1,614 million at 31 December 2013.

In order to determine the size of the tax loss carryforwards recognised as assets, the Group conducts every year a specific review for each relevant entity based on the applicable tax regime, notably incorporating any time limit rules, and a realistic projection of their future revenue and charges in line with their business plan.

Main entities with deferred tax assets recognised on tax loss carryforwards:

In millions of euros	31 December 2014	Statutory time limit on carryforwards	Expected recovery period
BNP Paribas Fortis	1,926	unlimited	7 years
BNP Paribas Securities Japan Ltd	84	9 years	9 years
Others	458		
Total deferred tax assets relating to tax loss carryforwards	**2,468**		

5.l ACCRUED INCOME/EXPENSE AND OTHER ASSETS/LIABILITIES

In millions of euros	31 December 2014	31 December 2013[1]
Guarantee deposits and bank guarantees paid	65,765	41,009
Settlement accounts related to securities transactions	12,703	18,656
Collection accounts	427	389
Reinsurers' share of technical reserves	2,782	2,712
Accrued income and prepaid expenses	5,520	4,614
Other debtors and miscellaneous assets	22,891	21,276
Total accrued income and other assets	**110,088**	**88,656**
Guarantee deposits received	41,936	31,015
Settlement accounts related to securities transactions	13,908	19,222
Collection accounts	1,004	1,167
Accrued expense and deferred income	8,030	6,563
Other creditors and miscellaneous liabilities	22,920	20,414
Total accrued expense and other liabilities	**87,798**	**78,381**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

The movement in “Reinsurers’ share of technical reserves” breaks down as follows:

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013
Reinsurers' share of technical reserves at start of period	**2,712**	**2,827**
Increase in technical reserves borne by reinsurers	415	218
Amounts received in respect of claims and benefits passed on to reinsurers	(347)	(327)
Effect of changes in exchange rates and scope of consolidation	2	(6)
Reinsurers' share of technical reserves at end of period	**2,782**	**2,712**

5.m Equity-method investments

Cumulated financial information of associates and joint ventures is presented in the following table:

In millions of euros	Year to 31 Dec.2014			31 December 2014	Year to 31 Dec.2013[1]			31 December 2013[1]
	Share of net income	Share of changes in assets and liabilities recognised directly in equity	Share of net income and changes in assets and liabilities recognised directly in equity	Equity-method investments	Share of net income	Share of changes in assets and liabilities recognised directly in equity	Share of net income and changes in assets and liabilities recognised directly in equity	Equity-method investments
Joint ventures	(26)	119	93	1,049	220	80	300	964
Associates [2]	434	367	801	6,322	317	(304)	13	5,597
Total equity-method entities	**408**	**486**	**894**	**7,371**	**537**	**(224)**	**313**	**6,561**

[1]Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

[2]Including controlled but non material entities consolidated under the equity method.

Financing and guarantee commitments given by the Group to joint ventures are listed in the note 8.h Other related parties.

The carrying amount of the Group's investment in the main joint ventures and associates is presented in the following table:

In millions of euros	Country of registration	Activity	Interest (%)	31 December 2014	31 December 2013[1]
Joint ventures					
Bpost banque	Belgium	Retail banking	50%	405	328
Union de Creditos Inmobiliarios	Spain	Retail mortgage	50%	283	311
Associates					
AG Insurance	Belgium	Insurance	25%	1,628	1,317
Klépierre	France	Shopping centre real estate	22%	880	986
Bank of Nanjing	China	Retail banking	16%	730	540

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

5.n Property, plant, equipment and intangible assets used in operations, investment property

In millions of euros	31 December 2014			31 December 2013[1]		
	Gross value	Accumulated depreciation, amortisation and impairment	Carrying amount	Gross value	Accumulated depreciation, amortisation and impairment	Carrying amount
Investment property	**1,871**	**(257)**	**1,614**	**2,054**	**(282)**	**1,772**
Land and buildings	7,364	(1,824)	5,540	7,001	(1,572)	5,429
Equipment, furniture and fixtures	6,989	(4,801)	2,188	6,557	(4,342)	2,215
Plant and equipment leased as lessor under operating leases	13,100	(4,037)	9,063	12,317	(4,044)	8,273
Other property, plant and equipment	2,340	(1,099)	1,241	1,967	(955)	1,012
Property, plant and equipment	**29,793**	**(11,761)**	**18,032**	**27,842**	**(10,913)**	**16,929**
Purchased software	3,036	(2,346)	690	2,520	(1,967)	553
Internally-developed software	3,713	(2,756)	957	3,205	(2,329)	876
Other intangible assets	1,668	(364)	1,304	1,420	(312)	1,108
Intangible assets	**8,417**	**(5,466)**	**2,951**	**7,145**	**(4,608)**	**2,537**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- **Investment property**

Land and buildings leased by the Group as lessor under operating leases, and land and buildings held as investments in connection with the life insurance business, are recorded in "Investment property".

The estimated fair value of investment property accounted for at amortised cost at 31 December 2014 is EUR 1,808 million, compared with EUR 1,983 million at 31 December 2013.

- **Operating leases**

Operating leases and investment property transactions are in certain cases subject to agreements providing for the following minimum future payments:

In millions of euros	31 December 2014	31 December 2013[1]
Future minimum lease payments receivable under non-cancellable leases	**4,468**	**4,363**
Payments receivable within 1 year	*1,989*	*1,898*
Payments receivable after 1 year but within 5 years	*2,409*	*2,379*
Payments receivable beyond 5 years	*70*	*86*

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Future minimum lease payments receivable under non-cancellable leases are payments that the lessee is required to make during the lease term.

- **Intangible assets**

Other intangible assets include leasehold rights, goodwill and trademarks acquired by the Group.

- **Depreciation, amortisation and impairment**

Net depreciation and amortisation expense for the year ended 31 December 2014 was EUR 1,551 million, compared with EUR 1,519 million for the year ended 31 December 2013.

The net increase in impairment on property, plant, equipment and intangible assets taken to the profit and loss account in the year ended 31 December 2014 amounted to EUR 15 million, compared with EUR 11 million for the year ended 31 December 2013.

5.o GOODWILL

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[(1)]
Carrying amount at start of period	**9,846**	**10,163**
Acquisitions	503	302
Divestments	(13)	(86)
Impairment recognised during the period	(351)	(253)
Exchange rate adjustments	594	(250)
Other movements	(2)	(30)
Carrying amount at end of period	**10,577**	**9,846**
Gross value	12,284	11,193
Accumulated impairment recognised at the end of period	(1,707)	(1,347)

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

Goodwill by cash-generating unit is as follows:

In millions of euros	Carrying amount		Impairment recognised during the period		Acquisitions of the period	
	31 December 2014	31 December 2013[(1)]	Year to 31 Dec. 2014	Year to 31 Dec. 2013[(1)]	Year to 31 Dec. 2014	Year to 31 Dec. 2013[(1)]
Goodwill						
Retail Banking	**8,252**	**7,624**	**(348)**	**(252)**	**451**	**240**
Arval	*317*	*301*				
BancWest	*4,125*	*3,620*				
Italian Retail Banking	*917*	*1,214*	*(297)*	*(186)*		
Leasing Solutions	*138*	*137*				
Personal Finance	*1,376*	*1,196*			*178*	
Personal Finance - partnership tested individually	*438*	*489*	*(51)*	*(66)*		
Personal Investors	*553*	*391*			*166*	
Turk Ekonomi Bankasi	*251*	*240*				*240*
Bank BGZ	*102*				*107*	
Other	*35*	*36*				
Investment Solutions	**1,640**	**1,587**	**(3)**	**(1)**	**33**	**62**
Insurance	*292*	*258*			*33*	
Investment Partners	*169*	*160*				
Real Estate	*375*	*371*		*(1)*		*22*
Securities Services	*415*	*399*				*40*
Wealth Management	*389*	*399*	*(3)*			
Corporate and Investment Banking	**682**	**632**			**19**	
Advisory and Capital Markets	*408*	*363*			*19*	
Corporate Banking	*274*	*269*				
Other Activities	**3**	**3**				
Total goodwill	**10,577**	**9,846**	**(351)**	**(253)**	**503**	**302**
Negative goodwill				2		
Change in value of goodwill			**(351)**	**(251)**		

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

The homogeneous groups of businesses to which goodwill is allocated are:

Arval: Specialist in multi-brand full-service corporate vehicle leasing, Arval offers its customers tailored solutions that optimise their employees' mobility and outsource the risks associated with fleet management.

BancWest: In the United States, the Retail Banking business is conducted through Bank of the West and First Hawaiian Bank, subsidiaries of BancWest Corporation since 1998. Bank of the West markets a very broad range of retail banking products and services to individuals, small businesses and corporate clients, and has strong positions in certain niche lending markets. First Hawaiian Bank is Hawaii's leading bank, offering banking services to a local clientele of private individuals and corporates.

Italian Retail Banking: BNL banca commerciale is Italy's 6th largest bank in terms of total assets and loans to customers. It provides a comprehensive range of banking, financial and insurance products and services to meet the needs of its diversified client base. BNL bc has a strong position in lending, especially residential mortgages. BNL bc also has a long-stand tradition in supporting large companies and local authorities, with a reputation in cross-border payments, project financing and structured finance, as well as factoring through its specialised subsidiary Ifitalia.

Leasing Solutions : BNP Paribas Leasing Solutions uses a multi-channel approach (direct sales, sales *via* referrals, partnerships and banking networks) to offer corporate and small business clients an array of leasing and rental solutions, ranging from equipment financing to fleet outsourcing.

Personal Finance: BNP Paribas Personal Finance is the Group's consumer credit specialist. BNP Paribas Personal Finance operates in around 30 countries, and through brands such as Cetelem, LaSer, Cofinoga, Findomestic and AlphaCredit, it provides a comprehensive range of consumer loans at point of sale (retail stores and car dealerships) and directly to clients either online or through its customer relation centres. The consumer credit business also operates within the Group's retail banking network in the emerging countries, through the « PF Inside » set-up. In Germany, Bulgaria, France, Hungary and Italy, the lending and insurance offer of Personal Finance has been complemented by savings products. It is also developing an active strategy of partnerships with retail chains, car manufacturers and dealers, web merchants and other financial institutions (banking and insurance).

A partnership of the BNP Paribas Personal Finance homogeneous group is tested individually for impairment.

Personal Investors: BNP Paribas Personal Investors provides independent financial advice and a wide range of corporate and investment services to individual clients, mainly through digital channels. It includes notably Cortal Consors, rebranded as Consorsbank (European specialist in online savings and brokerage in Germany, France and Spain), B*Capital and Geojit BNP Paribas.

Turk Ekonomi Bankasi: Present mostly in Turkey, Turk Ekonomi Bankasi offers its customers (Retail, Corporate and SME) a wide array of financial products and services, including retail and private banking, treasury and capital markets services, and financing.

Bank BGŻ: Bank BGŻ is a universal commercial bank, one of the leading banks in Poland for years. Through its network of about 400 branches, it offers services to retail and institutional clients, including a sizeable group of businesses in the food and agricultural sector.

Insurance: BNP Paribas Cardif, a world leader in personal insurance, has designed, developed and marketed savings and protection products and services.

BNP Paribas Cardif has developed new forms of insurance and extended its offer of protection to health insurance, budget insurance, revenue and means of payment insurance, warranty extensions, non-life insurance, unemployment insurance, return-to-work assistance, protection of private digital data, etc.

BNP Paribas Cardif sells its products through the BNP Paribas Retail Banking channel, as well as the Partnerships channel and the Digital & Brokers channel.

Investment Partners: BNP Paribas Investment Partners (BNPP IP) is the dedicated asset management business line of the BNP Paribas Group and offers a comprehensive range of asset management services to both private and institutional investors worldwide.

As a "multi-local" asset manager, BNPP IP has an Institutional line offering investors European and global customised management solutions; a Distributors line offering a wide range of savings and services solutions adapted to the needs of distributors and their customers; and an Asia Pacific & Emerging Markets division (combining local asset management companies and global skills to meet the needs of both institutional investors and distributors in these regions).

Real Estate: BNP Paribas Real Estate ranks as Continental Europe’s no. 1 provider of real estate services to corporates and as one of France’s leading players in residential property.

Securities Services: BNP Paribas Securities Services is one of the major global players in securities services and provides integrated solutions for all actors involved in the investment cycle, sell side, buy side and issuers.

Wealth Management: BNP Paribas Wealth Management encompasses the private banking activities of BNP Paribas and serves a clientele of wealthy individuals, shareholder families and entrepreneurs seeking a one-stop shop for all their wealth management and financial needs.

Advisory and Capital Markets: incudes Global Equities and Commodity Derivatives (division which offers equity, commodity, index and fund derivatives, as well as financing solutions and an integrated equity brokerage platform), Fixed Income (global player in credit, currency and interest-rate products), and Corporate Finance (offers advisory services for mergers and acquisitions and primary equity capital market transactions).

Corporate Banking : Corporate Banking comprises all financing products and services for corporate clients, from transaction banking (cash management, international trade finance and liquidity management) to financing solutions : vanilla lending, specialised financing (aircraft, shipping, real estate, export, leveraged financing, project, corporate acquisition financing and media telecom). This offer has been expanded with a line of products dedicated to the gathering of corporate deposits.

Goodwill impairment tests are based on three different methods: observation of transactions related to comparable businesses, share price data for listed companies with comparable businesses, and discounted future cash flows (DCF).

If one of the two comparables-based methods indicates the need for impairment, the DCF method is used to validate the results and determine the amount of impairment required.

The DCF method is based on a number of assumptions in terms of future revenues, expenses and cost of risk (cash flows) based on medium-term business plans over a period of five years. Cash flow projections beyond the 5-year forecast period are based on a growth rate to perpetuity and are normalised when the short-term environment does not reflect the normal conditions of the economic cycle.

The key parameters which are sensitive to the assumptions made are the cost of capital, the cost/income ratio, the cost of risk and the growth rate to perpetuity.

Cost of capital is determined on the basis of a risk-free rate, an observed market risk premium weighted by a risk factor based on comparables specific to each homogeneous group of businesses. The values of these parameters are obtained from external information sources.

Allocated capital is determined for each homogeneous group of businesses based on the Core Tier One regulatory requirements for the legal entity to which the homogeneous group of businesses belongs, with a minimum of 7%.

The growth rate to perpetuity used is 2% for mature economies. For CGUs implemented in countries with high levels of inflation, a specific add-on is taken into account (calculated according to inflation rates disclosed by external sources).

The following table shows the sensitivity of cash generating unit valuations to changes in the value of parameters used in the DCF calculation: the cost of capital, the cost/income ratio in terminal value, the cost of risk in terminal value and the growth rate to perpetuity.

In 2014, the difficult Italian economic environment led to the recognition of a EUR 297 million impairment of the goodwill allocated to the BNL bc homogeneous group. An impairment of EUR 186 million had been recorded in 2013.

- **Sensitivity of the main goodwill valuations to a 10-basis point change in the cost of capital, a 1% point change in the cost/income ratio in terminal value, a 5 % point change of the cost of risk in terminal value and a 50-basis point change in the growth rate to perpetuity**

In millions of euros	BNL bc	BancWest	Personal Finance
Cost of capital	**10.0%**	**7.9%**	**9.2%**
Adverse change (+10 basis points)	(82)	(169)	(173)
Positive change (- 10 basis points)	84	175	177
Cost/income ratio	**53.0%**	**58.1%**	**45.8%**
Adverse change (+ 1 %)	(260)	(333)	(523)
Positive change (-1 %)	260	333	523
Cost of risk	**(623)**	**(192)**	**(1,389)**
Adverse change (+ 5 %)	(166)	(76)	(435)
Positive change (- 5 %)	166	76	435
Growth rate to perpetuity	**2.0%**	**2.0%**	**2.1%**
Adverse change (-50 basis points)	(271)	(374)	(443)
Positive change (+50 basis points)	305	443	511

A 2% change in the normalised cash flow used for the goodwill impairment test of the BNL bc homogeneous group would result in a EUR 92 million change in its recoverable amount.

For the BancWest and Personal Finance homogeneous groups of businesses, there would be no grounds for goodwill impairment even if the four most adverse scenarios contained in the table were applied to the impairment test.

5.p TECHNICAL RESERVES OF INSURANCE COMPANIES

In millions of euros	31 December 2014	31 December 2013
Liabilities related to insurance contracts	**128,396**	**118,785**
Gross technical reserves		
Unit-linked contracts	46,382	42,677
Other insurance contracts	82,014	76,108
Liabilities related to financial contracts with discretionary participation feature	**30,444**	**28,383**
Policyholders' surplus reserve - liability	**16,374**	**8,058**
Total technical reserves of insurance companies	**175,214**	**155,226**
Liabilities related to unit-linked financial contracts (1)	2,434	2,260
Liabilities related to general fund financial contracts		2
Total liabilities related to contracts written by insurance companies	**177,648**	**157,488**

(1) Liabilities related to unit-linked financial contracts are included in "Due to customers" (note 5.g)

The policyholders' surplus reserve arises from the application of shadow accounting. It represents the interest of policyholders within French and Italian life insurance subsidiaries in unrealised gains and losses and impairment losses on assets where the benefit paid under the policy is linked to the return on those assets. It is obtained from stochastic calculations modelling the unrealised gains and losses attributable to policyholders based on economic scenarios and assumptions as regards rates paid to customers and new business inflows. For France, this resulted in an interest of 90% in 2014, unchanged from 2013.

The movement in liabilities related to insurance contracts breaks down as follows:

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013
Liabilities related to insurance contracts at start of period	**157,488**	**149,315**
Additions to insurance contract technical reserves and deposits taken on financial contracts related to life insurance	31,413	21,275
Claims and benefits paid	(14,339)	(15,579)
Effect of changes in value of admissible investments related to unit-linked business	2,513	2,768
Effect of movements in exchange rates	482	(494)
Effect of changes in the scope of consolidation	91	203
Liabilities related to insurance contracts at end of period	**177,648**	**157,488**

See note 5.l for details of reinsurers' share of technical reserves.

5.q PROVISIONS FOR CONTINGENCIES AND CHARGES

• Provisions for contingencies and charges by type

In millions of euros	31 Dec. 2013[1]	Net additions to provisions	Provisions used	Changes in value recognised directly in equity	Effect of movements in exchange rates and other movements	31 Dec. 2014
Provisions for employee benefits	**6,451**	**552**	**(757)**	**596**	**62**	**6,904**
of which post-employment benefits (note 7.b)	4,193	116	(179)	572	67	4,769
of which post-employment healthcare benefits (note 7.b)	131	2	(1)	24	9	165
of which provision for other long-term benefits (note 7.c)	1,040	265	(213)		(6)	1,086
of which provision for voluntary departure, early retirement plans, and headcount adaptation plan (note 7.d)	418	28	(56)		(8)	382
of which provision for share-based payments (note 7.e)	669	141	(308)			502
Provisions for home savings accounts and plans	**78**	**59**	**-**		**-**	**137**
Provisions for credit commitments (note 3.f)	**1,002**	**10**	**(48)**		**50**	**1,014**
Provisions for litigations	**2,711**	**523**	**(1,081)**		**40**	**2,193**
Other provisions for contingencies and charges	**1,680**	**537**	**(147)**		**19**	**2,089**
Total provisions for contingencies and charges	**11,922**	**1,681**	**(2,033)**	**596**	**171**	**12,337**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

• Provisions and discount for home savings accounts and plans

In millions of euros	31 December 2014	31 December 2013
Deposits collected under home savings accounts and plans	**16,287**	**15,390**
of which deposits collected under home savings plans	13,744	12,639
Aged more than 10 years	*3,840*	*4,837*
Aged between 4 and 10 years	*3,760*	*3,906*
Aged less than 4 years	*6,144*	*3,896*
Outstanding loans granted under home savings accounts and plans	**233**	**303**
of which loans granted under home savings plans	42	57
Provisions and discount recognised for home savings accounts and plans	**143**	**85**
provisions recognised for home savings plans	125	65
provisions recognised for home savings accounts	12	13
discount recognised for home savings accounts and plans	6	7

5.r OFFSETTING OF FINANCIAL ASSETS AND LIABILITIES

The following table presents the amounts of financial assets and liabilities before and after offsetting. This information, required by IFRS 7, aims to enable the comparability with the accounting treatment applicable in accordance with generally accepted accounting principles in the United States (US GAAP), which are less restrictive than IAS 32 as regards offsetting.

“Amounts set off on the balance sheet” have been determined according to IAS 32. Thus, a financial asset and a financial liability are offset and the net amount presented on the balance sheet when, and only when, the Group has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Amounts set off derive mainly from repurchase agreements and derivative instruments traded with clearing houses.

The “impacts of master netting agreements and similar agreements” are relative to outstanding amounts of transactions within an enforceable agreement, which do not meet the offsetting criteria defined by IAS 32. This is the case of transactions for which offsetting can only be performed in case of default, insolvency or bankruptcy of one of the contracting parties.

“Financial instruments given or received as collateral” include guarantee deposits and securities collateral recognised at fair value. These guarantees can only be exercised in case of default, insolvency or bankruptcy of one of the contracting parties.

Regarding master netting agreements, the guarantee deposits received or given in compensation for the positive or negative fair values of financial instruments are recognised in the balance sheet in accrued income or expenses and other assets or liabilities.

In millions of euros, at 31 December 2014	Gross amounts of financial assets	Gross amounts set off on the balance sheet	Net amounts presented on the balance sheet	Impact of Master Netting Agreements (MNA) and similar agreements	Financial instruments received as collateral	Net amounts
Assets						
Financial instruments at fair value through profit or loss						
Trading securities	156,546		156,546			156,546
Loans	684		684			684
Repurchase agreements	270,731	(105,639)	165,092	(32,176)	(128,899)	4,017
Instruments designated as at fair value through profit or loss	78,827		78,827			78,827
Derivative financial instruments (including derivatives used for hedging purposes)	712,875	(280,611)	432,264	(350,206)	(33,258)	48,800
Loans and receivables due from customers and credit institutions	701,323	(572)	700,751	(878)	(3,516)	696,357
of which repurchase agreements	*4,503*		*4,503*	*(878)*	*(3,516)*	*109*
Accrued income and other assets	112,575	(2,487)	110,088		(39,669)	70,419
of which guarantee deposits paid	*65,765*		*65,765*		*(39,669)*	*26,096*
Other assets not subject to offsetting	433,507		433,507			433,507
TOTAL ASSETS	**2,467,068**	**(389,309)**	**2,077,759**	**(383,260)**	**(205,342)**	**1,489,157**

In millions of euros, at 31 December 2014	Gross amounts of financial liabilities	Gross amounts set off on the balance sheet	Net amounts presented on the balance sheet	Impact of Master Netting Agreements (MNA) and similar agreements	Financial instruments given as collateral	Net amounts
Liabilities						
Financial instruments at fair value through profit or loss						
Trading securities	78,912		78,912			78,912
Borrowings	4,136		4,136			4,136
Repurchase agreements	298,236	(105,639)	192,597	(31,353)	(149,703)	11,541
Instruments designated as at fair value through profit or loss	57,632		57,632			57,632
Derivative financial instruments (including derivatives used for hedging purposes)	713,854	(280,611)	433,243	(350,206)	(46,936)	36,101
Due to customers and to credit institutions	732,473	(572)	731,901	(1,701)	(8,121)	722,079
of which repurchase agreements	*10,448*		*10,448*	*(1,701)*	*(8,121)*	*626*
Accrued expense and other liabilities	90,285	(2,487)	87,798		(33,665)	54,133
of which guarantee deposits received	*41,936*		*41,936*		*(33,665)*	*8,271*
Other liabilities not subject to offsetting	397,899		397,899			397,899
TOTAL LIABILITIES	**2,373,427**	**(389,309)**	**1,984,118**	**(383,260)**	**(238,425)**	**1,362,433**

In millions of euros, at 31 December 2013[1]	Gross amounts of financial assets	Gross amounts set off on the balance sheet	Net amounts presented on the balance sheet	Impact of Master Netting Agreements (MNA) and similar agreements	Financial instruments received as collateral	Net amounts
Assets						
Financial instruments at fair value through profit or loss						
Trading securities	157,735		157,735			157,735
Loans	445		445			445
Repurchase agreements	224,516	(72,925)	151,591	(39,879)	(109,137)	2,575
Instruments designated as at fair value through profit or loss	68,185		68,185			68,185
Derivative financial instruments (including derivatives used for hedging purposes)	593,513	(279,390)	314,123	(267,633)	(21,557)	24,933
Loans and receivables due from customers and credit institutions	670,848	(848)	670,000	(796)	(2,119)	667,085
of which repurchase agreements	*2,943*		*2,943*	*(774)*	*(2,119)*	*50*
Accrued income and other assets	90,791	(2,135)	88,656		(25,380)	63,276
of which guarantee deposits paid	*41,009*		*41,009*		*(25,380)*	*15,629*
Other assets not subject to offsetting	359,787		359,787			359,787
TOTAL ASSETS	**2,165,820**	**(355,298)**	**1,810,522**	**(308,308)**	**(158,193)**	**1,344,021**

In millions of euros, at 31 December 2013[1]	Gross amounts of financial liabilities	Gross amounts set off on the balance sheet	Net amounts presented on the balance sheet	Impact of Master Netting Agreements (MNA) and similar agreements	Financial instruments given as collateral	Net amounts
Liabilities						
Financial instruments at fair value through profit or loss						
Trading securities	69,792		69,792			69,792
Borrowings	3,758		3,758			3,758
Repurchase agreements	271,829	(72,925)	198,904	(38,362)	(152,625)	7,917
Instruments designated as at fair value through profit or loss	47,342		47,342			47,342
Derivative financial instruments (including derivatives used for hedging purposes)	592,968	(279,390)	313,578	(267,633)	(25,229)	20,716
Due to customers and to credit institutions	638,939	(848)	638,091	(2,313)	(9,115)	626,663
of which repurchase agreements	*11,879*		*11,879*	*(2,291)*	*(9,115)*	*473*
Accrued expense and other liabilities	80,516	(2,135)	78,381		(21,925)	56,456
of which guarantee deposits received	*31,015*		*31,015*		*(21,925)*	*9,090*
Other liabilities not subject to offsetting	369,721		369,721			369,721
TOTAL LIABILITIES	**2,074,865**	**(355,298)**	**1,719,567**	**(308,308)**	**(208,894)**	**1,202,365**

Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

5.s TRANSFERS OF FINANCIAL ASSETS

Financial assets that have been transferred but not derecognised by the Group are mainly composed of securities sold temporarily under repurchase agreements or securities lending transactions, as well as securitised assets. The liabilities associated to securities temporarily sold under repurchase agreements consist of debts recognised under the "repurchase agreements" heading. The liabilities associated to securitised assets consist of the securitisation notes purchased by third parties.

- **Securities lending, repurchase agreements and other transactions:**

	31 December 2014		31 December 2013[1]	
In millions of euros, at	Carrying amount of transferred assets	Carrying amount of associated liabilities	Carrying amount of transferred assets	Carrying amount of associated liabilities
Securities lending operations				
Securities at fair value through profit or loss	2,104		2,086	
Securities classified as loans and receivables	20		-	
Available-for-sale financial assets	56		-	
Repurchase agreements				
Securities at fair value through profit or loss	55,976	55,188	68,336	66,710
Securities classified as loans and receivables	1,215	1,180	1,650	1,440
Available-for-sale financial assets	11,884	11,878	10,800	10,789
Other transactions				
Securities at fair value through profit or loss	477	477	927	828
Total	**71,732**	**68,723**	**83,799**	**79,767**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- **Securitisation transactions partially refinanced by external investors, whose recourse is limited to the transferred assets:**

In millions of euros, at 31 December 2014	Carrying amount of transferred assets	Carrying amount of associated liabilities	Fair value of transferred assets	Fair value of associated liabilities	Net position
Securitisation					
Securities at fair value through profit or loss	64	56	64	56	8
Loans and receivables	15,159	13,450	15,484	13,376	2,108
Available-for-sale financial assets	393	359	365	322	43
Total	**15,616**	**13,865**	**15,913**	**13,754**	**2,159**

In millions of euros, at 31 December 2013[1]	Carrying amount of transferred assets	Carrying amount of associated liabilities	Fair value of transferred assets	Fair value of associated liabilities	Net position
Securitisation					
Securities at fair value through profit or loss	55	54	55	54	1
Loans and receivables	16,254	15,264	16,563	15,335	1,228
Available-for-sale financial assets	456	511	441	480	(39)
Total	**16,765**	**15,829**	**17,059**	**15,869**	**1,190**

[1]Restated according to IFRS 10 and 11 and to the amendment to IAS 32 (see notes 1.a and 2)

There have been no significant transfers leading to partial or full derecognition of the financial assets where the Bank has a continuing involvement in them.

6. FINANCING COMMITMENTS AND GUARANTEE COMMITMENTS

6.a FINANCING COMMITMENTS GIVEN OR RECEIVED

Contractual value of financing commitments given and received by the Group:

In millions of euros	31 December 2014	31 December 2013[1]
Financing commitments given		
- to credit institutions	**3,626**	**5,624**
- to customers	**242,755**	**201,268**
Confirmed letters of credit	202,363	165,565
Other commitments given to customers	40,392	35,703
Total financing commitments given	**246,381**	**206,892**
Financing commitments received		
- from credit institutions	**104,857**	**89,774**
- from customers	**2,180**	**3,429**
Total financing commitments received	**107,037**	**93,203**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

6.b GUARANTEE COMMITMENTS GIVEN BY SIGNATURE

In millions of euros	31 December 2014	31 December 2013[1]
Guarantee commitments given		
- to credit institutions	**10,583**	**12,600**
- to customers	**80,154**	**79,694**
Property guarantees	1,066	971
Sureties provided to tax and other authorities, other sureties	51,120	47,239
Other guarantees	27,968	31,484
Total guarantee commitments given	**90,737**	**92,294**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

6.c OTHER GUARANTEE COMMITMENTS

- **Financial instruments given as collateral:**

In millions of euros	31 December 2014	31 December 2013[(1)]
Financial instruments (negotiable securities and private receivables) lodged with central banks and eligible for use at any time as collateral for refinancing transactions after haircut	**118,764**	**93,153**
- Used as collateral with central banks	22,761	17,426
- Available for refinancing transactions	96,003	75,727
Securities sold under repurchase agreements	**301,444**	**261,508**
Other financial assets pledged as collateral for transactions with credit institutions, financial customers or subscribers of covered bonds issued by the Group [(2)]	**161,472**	**143,856**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).
(2) Notably including "Société de Financement de l'Économie Française" and "Caisse de Refinancement de l'Habitat" financing.

Financial instruments given as collateral by the Group that the beneficiary is authorised to sell or reuse as collateral amounted to EUR 385,415 million at 31 December 2014 (EUR 334,678 million at 31 December 2013).

- **Financial instruments received as collateral:**

In millions of euros	31 December 2014	31 December 2013[(1)]
Financial instruments received as collateral (excluding repurchase agreements)	**89,283**	**63,119**
of which instruments that the Group is authorised to sell and reuse as collateral	*40,317*	*30,780*
Securities received under repurchase agreements	**271,548**	**194,968**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

The financial instruments received as collateral or under repurchase agreements that the Group effectively sold or reused as collateral amounted to EUR 226,850 million at 31 December 2014 (compared with EUR 171,241 million at 31 December 2013).

7. SALARIES AND EMPLOYEE BENEFITS

7.a Salary and employee benefit expense

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[1]
Fixed and variable remuneration, incentive bonuses and profit-sharing	10,779	10,501
Employee benefit expense	3,487	3,475
Payroll taxes	535	454
Total salary and employee benefit expense	**14,801**	**14,430**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

7.b Post-employment benefits

IAS 19 distinguishes between two categories of plans, each handled differently depending on the risk incurred by the entity. When the entity is committed to paying a fixed amount, stated as a percentage of the beneficiary's annual salary, for example, to an external entity handling payment of the benefits based on the assets available for each plan member, it is described as a defined-contribution plan. Conversely, when the entity's obligation is to manage the financial assets funded through the collection of contributions from employees and to bear the cost of benefits itself or to guarantee the final amount subject to future events, it is described as a defined-benefit plan. The same applies, if the entity entrusts management of the collection of premiums and payment of benefits to a separate entity, but retains the risk arising from management of the assets and/or from future changes in the benefits.

- **Defined-contribution pension plans for Group entities**

The BNP Paribas Group has implemented over the past few years a wide campaign of converting defined-benefit plans into defined-contribution plans.

Thus, in France, the BNP Paribas Group pays contributions to various nationwide basic and top-up pension schemes. BNP Paribas SA and certain subsidiaries have set up a funded pension plan under a company-wide agreement. Under this plan, employees will receive an annuity on retirement in addition to the pension paid by nationwide schemes.

Since defined-benefit plans have been closed to new employees in most countries outside France, they are offered the benefit of joining defined-contribution pension plans.

The amount paid into defined-contribution post-employment plans for the year to 31 December 2014 was EUR 551 million, compared with EUR 536 million for the year to 31 December 2013.

The breakdown by major contributors is determined as follows:

Contribution amount In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[(1)]
France	292	283
Italy	57	67
UK	44	44
USA	29	28
Turkey	41	30
Others	88	84
TOTAL	**551**	**536**

[(1)] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

In Italy, the plan introduced by BNL is funded by employer contributions (4% of salaries) and employee contributions (2% of salaries). Employees can also make additional voluntary contributions.

In the United Kingdom, the employer contributes 12% of salaries for the majority of employees; employees can make additional voluntary contributions.

In the US, the bank matches the voluntary contributions made by employees, within certain limits.

- **Main defined-benefit pension plans for Group entities, of which indemnities payable on retirement**

In Belgium, BNP Paribas Fortis funds a defined-benefit plan, based on final salary and number of years of service, for its management and employees who joined the bank before its pension plans were harmonised on 1 January 2002. Actuarial liabilities under this scheme are pre-funded at 89% at 31 December 2014 (compared with 87% at 31 December 2013) through AG Insurance, in which the BNP Paribas Group owns a 25% equity interest.

BNP Paribas Fortis senior managers are covered by a top-up pension plan, paying a lump sum based on the number of years of service and final salary. This plan is pre-funded at 74% as at 31 December 2014 (80% at 31 December 2013) through AXA Belgium and AG Insurance. As of 1 January 2015, this plan is closed for new senior managers. They will be offered a new defined-contribution scheme with guaranteed returns, which will also be open to current senior managers who would like to join this scheme.

In addition, the law requires employers to guarantee a minimum return on assets saved under defined-contribution schemes. As a result of this obligation, these plans are classified as defined-benefit schemes. An annual review ensures that the financial assets are sufficient to honour the guaranteed return imposed upon the employer. At 31 December 2014, the amount of assets is 5% higher than that of obligations (7% at 31 December 2013).

In France, BNP Paribas pays a top-up banking industry pension arising from rights acquired to 31 December 1993 by retired employees and active employees in service at that date. At 31 December 2014, the Group's residual obligations for employees of BNP origin were recognised on the balance sheet in full.

The defined-benefit plans previously granted to Group executives formerly employed by BNP, Paribas or Compagnie Bancaire have all been closed to new employees and converted into top-up type schemes. The amounts allocated to residual beneficiaries, subject to their presence within the Group at retirement, were fixed when these schemes were closed. At 31 December 2014, 91% of these pension plans were funded through insurance companies (87% at 31 December 2013).

In the United Kingdom, defined-benefit pension plans (pension funds) still exist but are closed to new employees. Under these plans, the defined pension is generally based on final salary and number of years of service. Pension schemes are managed by independent management bodies (Trustees). At 31 December 2014, obligations for all UK entities were 96% covered by financial assets, compared with 99% at 31 December 2013.

In Switzerland, liabilities relate to top-up pension plans based on the principle of defined-contribution schemes with guaranteed returns, paying an annuity under pre-defined terms. These schemes are managed by a foundation. At the end of 2014, obligations were 97% covered by financial assets, compared with 100% at the end of 2013.

In the United States, defined-benefit pension plans are based on annual vesting rights to a lump sum comprising a pension expressed as a percentage of annual salary and paying interest at a pre-defined rate. These plans are closed to new entrants and have offered almost no new vesting rights since 2012. At 31 December 2014, the obligation was 70% covered by financial assets, compared with 82% at 31 December 2013.

In Turkey, the pension plan replaces the national pension scheme (these obligations are measured based on the terms of the eventual transfer to the Turkish State) and offers guarantees exceeding the minimal legal requirements. At the end of 2014, obligations under this plan are fully funded by financial assets held with an external foundation; these financial assets exceed the related obligations, but since it is not refundable, this surplus is not recognised as an asset by the Group. The funding coverage rate at 31 December 2014 reached 195% (204% at 31 December 2013).

- Other post-employment benefits

Group employees also receive various other contractual post-employment benefits, such as indemnities payable on retirement, determined according to minimal legal requirements (Labour Code, collective agreements) or according to specific company-level agreements.

In France, the obligations for these benefits are funded through a contract held with a third-party insurer. At 31 December 2014, this obligation was 79% covered by financial assets, compared with 84% at 31 December 2013.

In other countries, the gross obligations of the Group related to these benefits are mainly concentrated in Italy. They are representative of rights vested up to 31 December 2006, since pension reforms changed Italian termination indemnity schemes into defined-contribution plans.

- **Obligations under defined-benefit plans and other post-employment benefits**

- Assets and liabilities recognised on the balance sheet

In millions of euros, at 31 December 2014	Defined-benefit obligation arising from wholly or partially funded plans	Defined-benefit obligation arising from unfunded plans	Present value of defined-benefit obligation	Fair value of plan assets	Fair value of reimbursement rights (1)	Effect of asset ceiling	Net obligation	of which asset recognised in the balance sheet for defined-benefit plans	of which net assets of defined-benefit plans	of which fair value of reimbursement rights	of which obligation recognised in the balance sheet for defined-benefit plans
Belgium	3,196	19	3,215	(33)	(2,778)		404	(2,778)		(2,778)	3,182
France	1,584	135	1,719	(1,265)			454				454
UK	1,470	1	1,471	(1,410)			61	(12)	(12)		73
Switzerland	908	16	924	(882)			42				42
USA	646	169	815	(572)			243	(2)	(2)		245
Italy		432	432				432				432
Turkey	253	36	289	(492)		239	36				36
Others	583	156	739	(440)	(24)		275	(30)	(6)	(24)	305
TOTAL	8,640	964	9,604	(5,094)	(2,802)	239	1,947	(2,822)	(20)	(2,802)	4,769

In millions of euros, at 31 December 2013	Defined-benefit obligation arising from wholly or partially funded plans	Defined-benefit obligation arising from unfunded plans(2)	Present value of defined-benefit obligation	Fair value of plan assets	Fair value of reimbursement rights (1)	Effect of asset ceiling	Net obligation	of which asset recognised in the balance sheet for defined-benefit plans	of which net assets of defined-benefit plans	of which fair value of reimbursement rights	of which obligation recognised in the balance sheet for defined-benefit plans
Belgium	2,962	15	2,977	(31)	(2,636)		310	(2,636)		(2,636)	2,946
France	1,449	128	1,577	(1,233)			344				344
UK	1,103	1	1,104	(1,093)			11	(18)	(18)		29
Switzerland	819	16	835	(819)			16				16
USA	485	126	611	(501)			110	(32)	(32)		142
Italy		411	411				411				411
Turkey	209	29	238	(428)		219	29				29
Others	493	146	639	(372)	(22)		245	(31)	(9)	(22)	276
TOTAL	7,520	872	8,392	(4,477)	(2,658)	219	1,476	(2,717)	(59)	(2,658)	4,193

(1) The reimbursement rights are principally found on the balance sheet of the Group's insurance subsidiaries and associated companies - notably AG Insurance with respect to BNP Paribas Fortis' defined-benefit plan - to hedge their commitments to other Group entities that were transferred to them to cover the post-employment benefits of certain employee categories.
(2) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- Change in the present value of the defined-benefit obligation

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013(1)
Present value of defined-benefit obligation at start of period	**8,392**	**8,662**
Current service cost	269	272
Interest cost	240	218
Past service cost	(2)	(12)
Settlements	(10)	(10)
Actuarial (gains)/losses on change in demographic assumptions	52	(10)
Actuarial (gains)/losses on change in financial assumptions	988	(353)
Actuarial (gains)/losses on experience gaps	(152)	122
Actual employee contributions	24	24
Benefits paid directly by the employer	(108)	(120)
Benefits paid from assets/reimbursement rights	(354)	(367)
Exchange rate (gains)/losses on obligation	222	(129)
(Gains)/losses on obligation related to changes in the consolidation scope	46	81
Others	(3)	14
Present value of defined-benefit obligation at end of period	**9,604**	**8,392**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- Change in the fair value of plan assets and reimbursement rights

	Plan assets		Reimbursement rights	
In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013	Year to 31 Dec. 2014	Year to 31 Dec. 2013
Fair value of assets at start of period	**4,477**	**4,148**	**2,658**	**2,639**
Expected return on assets	157	120	64	62
Settlements	(6)			
Actuarial gains/(losses) on assets	284	229	112	13
Actual employee contributions	14	14	10	10
Employer contributions	162	202	110	112
Benefits paid from assets	(199)	(189)	(155)	(178)
Exchange rate gains/(losses) on assets	203	(141)		
Gains/(losses) on assets related to changes in the consolidation scope	1	123	3	1
Others	1	(29)		(1)
Fair value of assets at end of period	**5,094**	**4,477**	**2,802**	**2,658**

- Components of the cost of defined-benefit plans

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[(1)]
Service costs	**263**	**250**
Current service cost	269	272
Past service cost	(2)	(12)
Settlements	(4)	(10)
Net financial expense	**38**	**55**
Interest cost	240	218
Interest income on plan asset	(138)	(101)
Interest income on reimbursement rights	(64)	(62)
Total recognised in salary and employee benefit expense	**301**	**305**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- Other items recognised directly in equity

In millions of euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013[(1)]
Other items recognised directly in equity	**(463)**	**513**
Actuarial (losses)/gains on plan assets or reimbursement rights	396	242
Actuarial (losses)/gains of demographic assumptions on the present value of obligations	(52)	10
Actuarial (losses)/gains of financial assumptions on the present value of obligations	(988)	353
Experience (losses)/gains on obligations	152	(122)
Variation of the effect of assets limitation	29	30

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- Main actuarial assumptions used to calculate obligations

In the Eurozone, United Kingdom and United States, the Group discounts its obligations using the yields of high quality corporate bonds, with a term consistent with the duration of the obligations.

The ranges of rates used are as follows:

In %	31 December 2014		31 December 2013	
	Discount rate	Compensation increase rate (1)	Discount rate	Compensation increase rate (1)
Belgium	0.40%-1.50%	1.95%-3.30%	1.20%-3.25%	1.95%-3.70%
France	0.70%-1.50%	2.00%-3.00%	2.09%-3.17%	2.30%-3.30%
UK	3.40%-4.10%	2.00%-4.75%	3.40%-4.30%	2.00%-4.50%
Switzerland	1.10%-1.30%	2.20%	1.30%-2.10%	2.20%
USA	4.15%	4.00%	4.95%	4.00%
Italy	0.70%-2.20%	2.80%	1.90%-3.00%	2.20%
Turkey	8.60%	6.00%	9.92%-10.10%	7.50%

(1) Including price increases (inflation)

Observed weighted average rates are as follows:

- In the Eurozone: 1.06% at 31 December 2014 (2.34% at 31 December 2013),
- In the United Kingdom: 3.40% at 31 December 2014 (4.30% at 31 December 3013),
- In Switzerland: 1.10% at 31 December 2014 (2.10% at 31 December 2013).

The impact of a 100bp change in discount rates on the present value of post-employment benefit obligations is as follows:

Change in the present value of obligations In millions of euros	31 December 2014		31 December 2013(1)	
	Discount rate -100bp	Discount rate +100bp	Discount rate -100bp	Discount rate +100bp
Belgium	269	(225)	228	(168)
France	181	(150)	152	(133)
UK	365	(273)	248	(227)
Switzerland	140	(108)	76	(75)
USA	108	(91)	75	(64)
Italy	36	(30)	34	(29)
Turkey	20	(16)	21	(16)

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

- Actual rate of return on plan assets and reimbursement rights over the period

In % (1)	Year to 31 December 2014	Year to 31 December 2013
Belgium	1.30%-8.30%	2.30%-6.20%
France	3.60%	3.70%
UK	3.30%-21.00%	7.60%-12.10%
Switzerland	7.80%-8.00%	6.40%-7.00%
USA	6.22%-11.94%	9.79%-15.77%
Turkey	8.72%	5.82%

(1) Range of value, reflecting the existence of several plans in the same country.

Observed weighted average rates are as follows:

- In Belgium: 6.68% at 31 December 2014 (2.99% at 31 December 2013),
- In the United Kingdom: 17.07% at 31 December 2014 (8.24% at 31 December 3013),
- In Switzerland: 7.94% at 31 December 2014 (6.43% at 31 December 2013),
- In the United States: 7.57% at 31 December 2014 (12.88% at 31 December 2013).

- Breakdown of plan assets

In %	31 December 2014						31 December 2013					
	Shares	Governmental bonds	Non-Governmental bonds	Real-estate	Deposit account	Others	Shares	Governmental bonds	Non-Governmental bonds	Real-estate	Deposit account	Others
Belgium	2%	63%	17%	0%	0%	18%	2%	63%	17%	0%	0%	18%
France	6%	68%	18%	8%	0%	0%	7%	62%	22%	9%	0%	0%
UK	31%	50%	12%	0%	2%	5%	40%	44%	14%	0%	1%	1%
Switzerland	38%	34%	0%	13%	4%	11%	33%	34%	0%	13%	9%	11%
USA	48%	24%	26%	2%	0%	0%	48%	17%	19%	1%	0%	15%
Turkey	0%	1%	0%	5%	91%	3%	0%	3%	0%	5%	91%	1%
Others	10%	15%	12%	1%	13%	49%	12%	14%	10%	1%	15%	48%
GROUP	15%	49%	14%	3%	7%	12%	16%	47%	14%	4%	7%	12%

The Group introduced an asset management governance for assets backing defined-benefit pension plan commitments, the main objectives of which are the management and control of the risks in term of investment.

It sets out investment principles, in particular, by defining an investment strategy for plan assets, based on financial objectives and financial risk management, to specify the way in which plan assets have to be managed, via financial management servicing contracts.

The investment strategy is based on an assets and liabilities management analysis that should be realised at least on an annual basis for plans with assets in excess of EUR 100 million and every three years for plans with assets of between EUR 20 and EUR 100 million.

- **Post-employment healthcare benefits**

The Group offers some healthcare benefit plans for retired employees, mainly in the United States and Belgium. These plans are mainly closed to new entrants.

The current value of post-employment healthcare benefit obligations stood at EUR 165 million at 31 December 2014, up from EUR 131 million at 31 December 2013, i.e. an increase of EUR 34 million in 2014, compared with a decrease of EUR 16 million in 2013.

7.c OTHER LONG-TERM BENEFITS

BNP Paribas offers its employees various long-term benefits, mainly long-service awards, the ability to save up paid annual leave in time savings accounts, and certain guarantees protecting them in the event they become incapacitated. The net provision amounted to EUR 520 million at 31 December 2014 (EUR 450 million at 31 December 2013).

As part of the Group's variable compensation policy, annual deferred compensation plans are set up for certain high-performing employees or pursuant to special regulatory frameworks. Under these plans, payment is deferred over time and is subject to the performance achieved by the business lines, divisions and Group.

Since 2013, BNP Paribas has introduced an ISIS plan (International Sustainability and Incentive Scheme) with a cash payment, at the end of a three-year vesting period, which fluctuates according to the Group's intrinsic performance. The aim of the ISIS plan is to make different categories of managerial staff partners in the Group's development and profitability objectives. These personnel are representative of the Group's talent and the breadth of its managerial framework i.e. senior managers, managers in key positions, line managers and experts, high-potential managers, high-performing young executives with good career development prospects and key contributors to the Group's results.

The amounts allocated under this plan are linked to changes in the Group's operating income over three years (for 80%) and to the achievement of the Group's Corporate Social Responsibility (CSR) targets (for 20%). These nine targets are in line with the four pillars on which the Group's CSR policy is based. In addition, the final payment is subject to continuous service within the Group between the grant date and the payment date, provided that the Group's operating income and pre-tax income for the year prior to payment are strictly positive.

The net obligation related to deferred compensation plans and the ISIS plan amounts to EUR 456 million at 31 December 2014 (EUR 457 million at 31 December 2013).

In millions of euros	31 December 2014	31 December 2013[1]
Net provisions for other long-term benefits	**976**	**907**
Asset recognised in the balance sheet under the other long-term benefits	(110)	(133)
Obligation recognised in the balance sheet under the other long-term benefits	1,086	1,040

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

7.d TERMINATION BENEFITS

BNP Paribas has implemented a number of voluntary redundancy plans and headcount adaptation plans for employees who meet certain eligibility criteria. The obligations to eligible active employees under such plans are provided for as soon as a bilateral agreement or a bilateral agreement proposal for a particular plan is made.

In millions of euros	31 December 2014	31 December 2013[1]
Provision for voluntary departure, early retirement plans, and headcount adaptation plans	382	418

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

7.e SHARE-BASED PAYMENTS

SHARE-BASED LOYALTY, COMPENSATION AND INCENTIVE SCHEMES

BNP Paribas has set up several share-based payment schemes for certain employees:

- deferred share price-linked, cash-settled long term compensation plans, mainly for employees whose activities are likely to have an impact on the Group's risk exposure;
- until 2012, a Global Share-Based Incentive Plan including:
  - performance shares plans,
  - stock subscription or purchase option plans.

- **Deferred share price-linked, cash-settled compensation plans**

As part of the Group’s variable remuneration policy, deferred annual compensation plans offered to certain high-performing employees or set up pursuant to special regulatory frameworks may entitle beneficiaries to variable compensation settled in cash but linked to the share price, payable over several years.

- Variable compensation for employees, subject to special regulatory frameworks.

  Since the publication of the Decree by the French ministry of finance on 13 December 2010, and following the new provisions of the European Directive CRD4 of 26 July 2013 transposed into the French law in the Monetary and Financial Code by the Order of 20 February 2014 as well as the Decrees and Orders of 3 November 2014 and the delegated European regulation of 4 March 2014, the variable compensation plans apply to Group employees performing activities that may have a material impact on the Group’s risk profile.

  Under these plans, payment is deferred over time and is contingent on the performance achieved by the business lines, core businesses and Group.

  Sums are mostly paid in cash linked to the increase or decrease in the BNP Paribas share price. In addition, in accordance with the regulatory requirements in force, some of the variable compensation granted over the year in respect of the performance of the previous year is also indexed to the BNP Paribas share price and paid to beneficiaries during the year of attribution.

- Deferred variable compensation for other Group employees

  Sums due under the annual deferred compensation plans for high-performing employees are paid all or part in cash linked to the increase or decrease in the BNP Paribas share price.

- **Global Share-Based Incentive Plan**

Between 2006 and 2012, BNP Paribas set up a Global Share-Based Incentive Plan for some Group employees, including stock options and performance share awards.

The option exercise price under these plans is determined at the time of issuance and no discount is offered. Since the 2005 plan, the duration of the options granted is 8 years.

Performance shares awarded between 2009 and 2012 vest after a period of 3 or 4 years, depending on the case and provided that the employee is still a member of the Group. The compulsory holding period for performance shares is two years for France-based employees.

Since 2010, the conditional portion granted has been set at 100% of the total award for members of the BNP Paribas Group Executive Committee and senior managers and 20% for other beneficiaries.

The performance condition for the contingent portion of performance shares awarded up to 2011 is based on earnings per share.

In 2012, only performance shares were awarded. The performance condition has been revised and is now similar to the one used in the past for stock option plans, in other words, performance of the BNP Paribas share relative to the Dow Jones Euro Stoxx Bank index.

Under stock option plans set up between 2003 and 2011, the performance condition was not fully met on seven out of thirty occasions and the adjustments described above were therefore implemented. Under performance share plans awarded between 2009 and 2012, the performance condition was not met on three out of ten occasions and the relevant contingent portion therefore lapsed.

All unexpired plans settle in subscription or transfer of BNP Paribas shares.

- Expense of share-based payment

Expense / (revenue) in millions of euros	Year to 31 Dec. 2014				Year to 31 Dec. 2013
	Stock subscription and purchase option plans	Performance share plans	Variable deferred compensation plans	Total expense	Total expense
Prior deferred compensation plans			(80)	**(80)**	128
Deferred compensation plans for the year			221	**221**	256
Global Share-Based Incentive Plan	7	12		**19**	48
Total	**7**	**12**	**141**	**160**	**432**

- **Valuation of stock option plans and performance share plans**

As required under IFRS 2, BNP Paribas attributes a value to stock options and performance shares granted to employees and recognises an expense, determined at the date of grant, calculated respectively on the basis of the fair value of the options and shares concerned. This initial fair value may not subsequently be adjusted for changes in the quoted market price of BNP Paribas shares. The only assumptions that may result in a revision of the fair value during the vesting period, and hence an adjustment in the expense, are those related to the population of grantees (loss of rights) and internal performance conditions. The Group's share-based payment plans are valued by an independent specialist firm.

- **Measurement of stock subscription options**

Binomial or trinomial tree algorithms are used to build in the possibility of non-optimal exercise of options from the vesting date. The Monte-Carlo method is also used to price in the characteristics of certain secondary grants linking options to the performance of the BNP Paribas share relative to a sector index.

The last stock subscription options were granted in 2011.

- **Measurement of performance shares**

The unit value retained for performance shares is the value at the end of the holding period plus dividends paid since the vesting date, discounted at the grant date.

The last performance shares were granted in 2012.

- **History of plans granted under the Global Share-Based Incentive Plan**

The tables below give details of the characteristics and terms of all unexpired plans at 31 December 2014:

- Stock subscription option plan

Characteristics of the plan							Options outstanding at end of period	
Originating company	Date of grant	Number of grantees	Number of options granted	Start date of exercise period	Option expiry date	Adjusted exercise price *(in euros)* (1)	Number of options (1)	Remaining period until expiry of options (years)
BNP Paribas SA (2)	08/03/2007	2,023	3,630,165	08/03/2011	06/03/2015	80.66	3,088,106	0.2
BNP Paribas SA (2)	06/04/2007	219	405,680	06/04/2011	03/04/2015	76.57	332,397	0.3
BNP Paribas SA (2)	18/04/2008	2,402	3,985,590	18/04/2012	15/04/2016	64.47	3,473,714	1.3
BNP Paribas SA (2)	06/04/2009	1,397	2,376,600	08/04/2013	05/04/2017	35.11	1,279,300	2.3
BNP Paribas SA (2)	05/03/2010	1,820	2,423,700	05/03/2014	02/03/2018	51.20	2,107,600	3.2
BNP Paribas SA (2)	04/03/2011	1,915	2,296,820	04/03/2015	04/03/2019	56.45	2,135,760	4.2
Total options outstanding at end of period							**12,416,877**	

(1) The number of options and the exercise price have been adjusted, where appropriate, for the detachment of pre-emptive subscription rights on 30 September 2009, in accordance with the regulations in force.
(2) The plan is subject to vesting conditions under which a proportion of the options granted to employees is conditional upon the performance of the BNP Paribas share relative to the Dow Jones Euro Stoxx Bank index during the applicable holding period.
Based on this relative performance condition, the adjusted exercise price for these options has been set at EUR 67.74 for 222,596 options under the 4 March 2011 plan, outstanding at the year-end.

- Performance share plans

Characteristics of the plan						Number of shares outstanding at end of period
Originating company	Date of grant	Number of grantees	Number of shares granted	Vesting date of shares granted	Expiry date of holding period for shares granted	
BNP Paribas SA (1) (2)	06/04/2009	2,247	359,930	10/04/2012	10/04/2014	108
BNP Paribas SA (1)	05/03/2010	2,536	510,445	05/03/2013	05/03/2015	294
BNP Paribas SA (1)	05/03/2010	2,661	487,570	05/03/2014	05/03/2014	742
BNP Paribas SA (1)	04/03/2011	2,574	541,415	04/03/2014	04/03/2016	1,329
BNP Paribas SA	04/03/2011	2,743	499,035	04/03/2015	04/03/2015	362,923
BNP Paribas SA	06/03/2012	2,610	1,072,480	09/03/2015	09/03/2017	1,026,015
BNP Paribas SA	06/03/2012	2,755	849,455	07/03/2016	07/03/2016	787,730
Total shares outstanding at end of period						**2,179,141**

(1) The vesting date for certain shares has been deferred due to the beneficiaries' absence on the date initially scheduled.
(2) The number of shares has been adjusted for the pre-emptive subscription rights allotted on 30 September 2009.

- **Movements over the past two years**

- Stock subscription option plans

	Year to 31 Dec. 2014		Year to 31 Dec. 2013	
	Number of options	Weighted average exercise price (in euros)	Number of options	Weighted average exercise price (in euros)
Options outstanding at 1 January	**17,441,393**	**63.11**	**25,458,221**	**59.24**
Options exercised during the period	(1,185,557)	44.94	(2,900,848)	37.16
Options expired during the period	(3,838,959)		(5,115,980)	
Options outstanding at 31 December	**12,416,877**	**62.16**	**17,441,393**	**63.11**
Options exercisable at 31 December	**10,281,117**	**63.35**	**12,983,643**	**66.31**

The average quoted stock market price over the option exercise period in 2014 was EUR 56.99 (EUR 46.25 in 2013).

- Performance share plans

	Year to 31 Dec. 2014	Year to 31 Dec. 2013
	Number of shares	Number of shares
Shares outstanding at 1 January	**3,264,620**	**4,127,061**
Shares vested during the period	(773,316)	(676,025)
Shares expired during the period	(312,163)	(186,416)
Shares outstanding at 31 December	**2,179,141**	**3,264,620**

8. ADDITIONAL INFORMATION

8.a CHANGES IN SHARE CAPITAL AND EARNINGS PER SHARE

At 31 December 2014, the share capital of BNP Paribas SA amounted to EUR 2 491 915 350, and was divided into 1 245 957 675 shares. The nominal value of each share is EUR 2. At 31 December 2013, the share capital amounted to EUR 2 490 325 618 and was divided into 1 245 162 809 shares.

- **Ordinary shares issued by BNP Paribas and held by the Group**

	Proprietary transactions		Trading transactions (1)		Total	
	Number of shares	Carrying amount (in millions of euros)	Number of shares	Carrying amount (in millions of euros)	Number of shares	Carrying amount (in millions of euros)
Shares held at 31 December 2012	**3,497,676**	**165**	**(1,365,449)**	**(58)**	**2,132,227**	**107**
Acquisitions	2,646,201	119			2,646,201	119
Disposals	(2,639,701)	(117)			(2,639,701)	(117)
Shares delivered to employees	(676,025)	(29)			(676,025)	(29)
Other movements	(29,209)	-	989,869	36	960,660	36
Shares held at 31 December 2013	**2,798,942**	**138**	**(375,580)**	**(22)**	**2,423,362**	**116**
Acquisitions	1,987,822	99			1,987,822	99
Disposals	(650,904)	(35)			(650,904)	(35)
Shares delivered to employees	(773,316)	(32)			(773,316)	(32)
Capital decrease	(390,691)	(30)	-	-	(390,691)	(30)
Other movements		-	(2,867,888)	(138)	(2,867,888)	(138)
Shares held at 31 December 2014	**2,971,853**	**140**	**(3,243,468)**	**(160)**	**(271,615)**	**(20)**

(1) Transactions realised in the framework of an activity of trading and arbitrage transactions on equity indices.

At 31 December 2014, the BNP Paribas Group was a net seller of 271,615 BNP Paribas shares representing an amount of EUR 20 million, which was recognised as an increase in equity.

BNP Paribas held 390,691 shares from the public tender launched in 2006 on Banca Nazionale del Lavoro (BNL). They were cancelled following the decision of the Board of Directors made on 18 December 2014.

In 2014, BNP Paribas SA has acquired on the market 1,320,384 shares, at an average price of EUR 48.60 per share with a par value of EUR 2, with the aim of honouring the obligations relating to the allocation of shares to employees.

Under the Bank's market-making agreement relating to the BNP Paribas share on the Italian market made with Exane BNP Paribas, and in line with the Code of Ethics recognised by the AMF, BNP Paribas SA bought back 667,438 shares in 2014 at an average share price of EUR 51.72, and sold 650,904 shares at an average share price of EUR 51.98. At 31 December 2014, 172,866 shares worth EUR 8.4 million were held by BNP Paribas under this agreement.

From 1 January 2014 to 31 December 2014, 773,316 shares were delivered following the definitive award of performance shares to their beneficiaries.

- **Preferred shares and Undated Super Subordinated Notes eligible as Tier 1 regulatory capital**

- Preferred shares issued by the Group's foreign subsidiaries

In January 2003, BNP Paribas Capital Trust VI, a subsidiary under the exclusive control of the Group, had made a EUR 700 million issue of non-voting undated non-cumulative preferred shares governed by the laws of the United States, which did not dilute BNP Paribas ordinary shares. The shares paid a fixed-rate dividend for a period of ten years. They were redeemable after a ten-year period, and thereafter at each coupon date. These shares were redeemed in 2013.

The LaSer group, which has been fully consolidated since 25 July 2014, made in 2003 and 2004 three issues of undated non-voting preferred shares through special purpose entities governed by UK law and exclusively controlled by this group. The 2003 issue was fully reimbursed in March 2013. The preferred shares issued in 2004 paid a non-cumulative preferred dividend for a ten-year period, at an indexed rate. After this ten-year period, they are redeemable at par at the issuer's discretion at each quarterly coupon date.

Issuer	Date of issue	Currency	Amount (in millions of euros)	Rate and term before 1st call date		Rate after 1st call date
Cofinoga Funding II LP	January and May 2004	EUR	80	TEC 10 (1) +1.35%	10 years	TEC 10 (1) + 1.35%
Total at 31 December 2014			**73 (2)**			

(1) TEC 10 is the daily long-term government bond index, corresponding to the yield-to-maturity of a fictitious 10-year Treasury note.
(2) Value at the date of acquisition of control over the LaSer group.

These issues and the related dividends are recorded under "Minority interests" in the balance sheet.

- Undated Super Subordinated Notes issued by BNP Paribas SA

BNP Paribas SA has issued Undated Super Subordinated Notes which pay a fixed or floating rate coupon and are redeemable at the end of a fixed period and thereafter at each coupon date. Some of these issues will pay a coupon indexed to Euribor or Libor if the notes are not redeemed at the end of this period.

On 11 September 2013, on its first call date, a September 2008 issue was redeemed. This issue amounted to EUR 650 million and paid a fixed rate coupon of 8.667%.

The following table summarises the characteristics of these various issues:

Date of issue	Currency	Amount (in millions of currency units)	Coupon payment date	Rate and term before 1st call date		Rate after 1st call date
June 2005	USD	1,070	semi-annual	5.186%	10 years	USD 3-month Libor + 1.680%
October 2005	EUR	1,000	annual	4.875%	6 years	4.875%
October 2005	USD	400	annual	6.25%	6 years	6.250%
April 2006	EUR	549	annual	4.73%	10 years	3-month Euribor + 1.690%
April 2006	GBP	450	annual	5.945%	10 years	GBP 3-month Libor + 1.130%
July 2006	EUR	150	annual	5.45%	20 years	3-month Euribor + 1.920%
July 2006	GBP	163	annual	5.954%	10 years	GBP 3-month Libor + 1.810%
April 2007	EUR	638	annual	5.019%	10 years	3-month Euribor + 1.720%
June 2007	USD	600	quarterly	6.5%	5 years	6.50%
June 2007	USD	1,100	semi-annual	7.195%	30 years	USD 3-month Libor + 1.290%
October 2007	GBP	200	annual	7.436%	10 years	GBP 3-month Libor + 1.850%
June 2008	EUR	500	annual	7.781%	10 years	3-month Euribor + 3.750%
September 2008	EUR	100	annual	7.57%	10 years	3-month Euribor + 3.925%
December 2009	EUR	2	quarterly	3-month Euribor + 3.750%	10 years	3-month Euribor + 4.750%
December 2009	EUR	17	annual	7.028%	10 years	3-month Euribor + 4.750%
December 2009	USD	70	quarterly	USD 3-month Libor + 3.750%	10 years	USD 3-month Libor + 4.750%
December 2009	USD	0.5	annual	7.384%	10 years	USD 3-month Libor + 4.750%
Total euro-equivalent value at 31 December 2014		**6,589** (1)				

(1) Net of shares held in treasury by Group entities

BNP Paribas has the option of not paying interest due on these Undated Super Subordinated Notes if no dividends were paid on BNP Paribas SA ordinary shares or on Undated Super Subordinated Note equivalents in the previous year. Unpaid interest is not carried forward.

The contracts relating to these Undated Super Subordinated Notes contain a loss absorption clause. Under the terms of this clause, in the event of insufficient regulatory capital – which is not fully offset by a capital increase or any other equivalent measure – the nominal value of the notes may be reduced in order to serve as a new basis for the calculation of the related coupons until the capital deficiency is made up and the nominal value of the notes is increased to its original amount. However, in the event of the liquidation of BNP Paribas SA, the amount due to the holders of these notes will represent their original nominal value irrespective of whether or not their nominal value has been reduced.

The proceeds from these issues are recorded in equity under "Capital and retained earnings". In accordance with IAS 21, issues denominated in foreign currencies are recognised at their historical value based on their translation into euros at the issue date. Interest on the instruments is treated in the same way as dividends.

At 31 December 2014, the BNP Paribas Group held EUR 40 million of Undated Super Subordinated Notes which were deducted from shareholders' equity.

- **Earnings per share**

Basic earnings per share are calculated by dividing the net income for the period attributable to holders of ordinary shares by the weighted average number of ordinary shares outstanding during the period. The net income attributable to ordinary shareholders is determined by deducting the net income attributable to holders of preferred shares.

Diluted earnings per share correspond to the net income for the year attributable to holders of ordinary shares, divided by the weighted average number of shares outstanding as adjusted for the maximum effect of the conversion of dilutive equity instruments into ordinary shares. In-the-money stock subscription options are taken into account in the diluted earnings per share calculation, as are performance shares granted under the Global Share-based Incentive Plan. Conversion of these instruments would have no effect on the net income figure used in this calculation.

	Year to 31 Dec. 2014	Year to 31 Dec. 2013[1]
Net profit / (loss) used to calculate basic and diluted earnings per ordinary share ***(in millions of euros)*** [2]	(83)	4,566
Weighted average number of ordinary shares outstanding during the year	**1,241,924,953**	**1,241,250,435**
Effect of potentially dilutive ordinary shares	2,480,136	2,957,952
- Stock subscription option plan [3]	485,047	416,584
- Performance share attribution plan [3]	1,995,089	2,541,368
Weighted average number of ordinary shares used to calculate diluted earnings per share	**1,244,405,089**	**1,244,208,387**
Basic earnings / (losses) per share (in euros)	**(0.07)**	**3.68**
Diluted earnings / (losses) per share (in euros)	**(0.07)**	**3.67**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).
[2]The net profit/(loss) used to calculate basic and diluted earnings per share is the net profit/(loss) attributable to equity shareholders, adjusted for the remuneration on the Undated Super Subordinated Notes issued by BNP Paribas SA (treated as preferred share equivalents), which for accounting purposes is handled as dividends.
[3] See note 7.e Share-based payments for the description of share-based plans and performance share attribution plans.

The dividend per share paid in 2014 out of the 2013 net income amounted to EUR 1.50, unchanged as compared with the dividend paid in 2013 out of the 2012 net income.

8.b CONTINGENT LIABILITIES: LEGAL PROCEEDINGS AND ARBITRATION

Legal action has been taken against several Algerian and international banks, including BNP Paribas El Djazair, a BNP Paribas SA subsidiary, for administrative errors in processing international trade financing applications. BNP Paribas El Djazair has been accused of non-compliance with foreign exchange regulations in seven cases before Algerian courts. BNP Paribas El Djazair was ordered by a lower court to pay fines of approximately EUR 200 million. Three of these cases were subsequently overturned on appeal, including the case involving the most significant amount (EUR 150 million). Two other appeals rulings have upheld fines totalling EUR 52 million. All of these rulings have been appealed before the Cassation Court, and execution has been suspended pending the outcome of these appeals pursuant to Algerian law. BNP Paribas El Djazair will continue to vigorously defend itself before the Algerian courts with a view to obtaining recognition of its good faith towards the authorities, which suffered no actual damage.

On 27 June 2008, the Republic of Iraq filed a lawsuit in New York against approximately 90 international companies that participated in the oil-for-food ("OFF") programme and against BNP Paribas as holder of the OFF account on behalf of the United Nations. The complaint alleged, notably, that the defendants conspired to defraud the OFF programme, thereby depriving the Iraqi people of more than USD 10 billion in food, medicine and other humanitarian goods. The complaint also contended that BNP Paribas breached purported fiduciary duties and contractual obligations created by the banking services agreement binding BNP Paribas and the United Nations. The complaint was pleaded under the US Racketeer Influenced and Corrupt Organisations Act ("RICO") which allows treble damages if damages are awarded. The defendants, including BNP Paribas, moved to dismiss the action in its entirety on a number of different legal grounds. On 6 February 2013, the complaint was dismissed by the United States District Court Southern District of New York (which means that the plaintiff does not have the opportunity to re-file an amended complaint). On 15 February 2013, the Republic of Iraq filed a notice of appeal before the United States Court of Appeals for the Second Circuit. In two decisions dated 19 September 2014, and 9 December 2014, respectively, the Court of Appeals affirmed the dismissal of the complaint filed by the Republic of Iraq.

The Bank and certain of its subsidiaries are defendants in several actions pending before the United States Bankruptcy Court Southern District of New York brought by the Trustee appointed for the liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS"). These actions, known generally as "clawback claims", are similar to those brought by the BLMIS Trustee against numerous institutions, and seek recovery of amounts allegedly received by the BNP Paribas entities from BLMIS or indirectly through BLMIS-related "feeder funds" in which BNP Paribas entities held interests. The BLMIS Trustee claims in these actions that the amounts which BNP Paribas entities received are avoidable and recoverable under the U.S. Bankruptcy Code and New York state law. In the aggregate, the amounts sought to be recovered in these actions approximates USD 1.3 billion. BNP Paribas has substantial and credible defenses to these actions and is defending against them vigorously.

Various litigations and investigations are ongoing relating to the restructuring of the Fortis Group, now Ageas, of which BNP Paribas Fortis is no longer part, and to events having occurred before BNP Paribas Fortis became part of the BNP Paribas Group. Among these are litigations brought by shareholder groups in The Netherlands and Belgium against Ageas and, among others, against BNP Paribas Fortis, in relation to its role as global coordinator of Fortis (now Ageas)'s capital increase in October 2007 to partly finance its acquisition of ABN Amro Bank N.V. Those groups of shareholders mainly allege that there has been a breach in the financial communication, as, inter alia, the disclosure regarding the exposure to subprime mortgages.
The Bank is vigorously defending itself in these proceedings. The Court of Appeal of Amsterdam upheld on 29 July 2014 the ruling of the Dutch Court of first instance that Ageas was liable for mismanagement in relation to its financial communication during the period in question. BNP Paribas Fortis is not a party to this case.
If these litigations and investigations were to be successful, they could eventually result in monetary consequences for BNP Paribas Fortis. Such impact is unquantifiable at this stage.

Regulatory and law enforcement authorities in multiple jurisdictions are conducting investigations or making inquiries of a number of financial institutions regarding trading on the foreign exchange markets, including, among other things, possible collusion among financial institutions to manipulate certain benchmark currency exchange rates. The Bank has to date received requests for information in this respect from regulatory and law enforcement authorities in the United Kingdom, the United States and several countries in the Asia-Pacific region as well as from the European Competition Commission. The Bank is cooperating with the investigations and inquiries and responding to the information requests. In November 2014 the Financial Conduct Authority in the United Kingdom and in December 2014 the Hong Kong Monetary Authority informed the Bank that they had discontinued their investigation as to BNP Paribas. Moreover the Bank is conducting its own internal review of foreign exchange trading. While this review is ongoing, the Bank is not in a position to foresee the outcome of these investigations and proceedings nor their potential impact.

The Bank, along with eleven other financial institutions, was named as a defendant in a consolidated civil action filed in March 2014 in the U.S. District Court for the Southern District of New York on behalf of a purported class of plaintiffs alleging manipulation of foreign exchange markets. The plaintiffs allege in particular that the defendants colluded to manipulate the WM/Reuters rate (WMR), thereby causing the putative classes to suffer losses in connection with WMR-based financial instruments. The plaintiffs assert U.S. federal and state antitrust claims and claims for unjust enrichment, and seek compensatory damages, treble damages where authorized by statute, restitution, and declaratory and injunctive relief. The Bank and its co-defendants have filed a motion to dismiss the consolidated complaint, which was denied on 28 January 2015 in respect of the class of U.S. plaintiffs but was granted in respect of the class of non-U.S. plaintiffs. The Bank is vigorously contesting the allegations in the lawsuit.

8.c BUSINESS COMBINATIONS

- **Operations realised in 2014**

  - LaSer group

On 25 July 2014, BNP Paribas Personal Finance acquired the 50% interest held by its partner, the Galeries Lafayette group, in the LaSer group, previously consolidated under the equity method. This acquisition is linked to the decision of the Galeries Lafayette group to exercise its sale option under the partnership agreements. The parties are involved in an arbitration.

Following this acquisition, the BNP Paribas Group took control of the LaSer group, and the latter is fully consolidated.

The change in the consolidation method has a EUR 63 million impact on the Group's profit and loss account. The estimated goodwill for the LaSer group amounts to EUR 131 million.

The Group's balance sheet increased by EUR 2.9 billion as a result of this additional acquisition with change of control; "Loans and receivables", in particular, rose by EUR 2.2 billion.

  - Bank BGŻ

Following a takeover bid during the second half of 2014 (finalised on 17 October 2014), BNP Paribas acquired an 88.98% interest in Bank BGŻ, 88.64% of which was contributed by Rabobank. As a result of this transaction, Bank BGŻ is fully consolidated by the BNP Paribas Group.

Goodwill for Bank BGŻ was EUR 107 million at the acquisition date.

A squeeze-out for the remaining 1.02% minority interest was launched on 23 December 2014 and completed on 7 January 2015. As at 31 December 2014, this commitment was recognised in liabilities in respect of the minority shareholders.

This acquisition adds EUR 8.7 billion to the Group's balance sheet. In particular, "Loans and receivables due from customers" rose by EUR 7.1 billion and amounts due to customers increased by EUR 7.6 billion.

Bank BGŻ is a Polish credit institution which specialises in the food and agricultural sector.

  - DAB Bank

BNP Paribas acquired a 91.7% stake in DAB Bank in the second half of 2014, following an agreement with Unicredit and a takeover bid finalised on 17 December 2014. 81.4% was contributed by Unicredit. As a result of this transaction, DAB Bank is fully consolidated by the BNP Paribas Group.

Goodwill arising from the transaction at acquisition date was EUR 166 million.

The effect of this acquisition is to increase the Group's balance sheet by EUR 5.3 billion, with notably EUR 3.4 billion added to "Available-for-sale financial assets" and EUR 5.2 billion to "Due to customers".

This acquisition strengthens the digital banking activity in Germany, and also lays the foundations for the expansion of the bank's retail business in Austria.

  - RCS

BNP Paribas Personal Finance acquired RCS Investments Holdings on 6 August 2014. As a result of this transaction, RCS is fully consolidated by the BNP Paribas Group.

Goodwill for RCS amounted to EUR 47 million at the acquisition date.

As a result of this acquisition, the Group's balance sheet rose by EUR 251 million at the acquisition date, with, in particular, "Loans and receivables due from customers" increasing by EUR 338 million.

RCS is a South-African consumer finance institution which develops retail credit cards with distributors and grants individual loans.

- **Operations realised in 2013**

    - TEB Holding

An amendment to the shareholders' agreement binding the BNP Paribas Group to the Colakoglu group in the holding structure of the TEB entities was signed on 20 December 2013. This amendment led to the full consolidation of the TEB ensemble.

The change in the consolidation method had a EUR -2 million impact on the Group's profit and loss account. The goodwill related to the TEB group amounted, at 31 December 2013, to TRY 708 million, or EUR 240 million.

The TEB group, fully consolidated since 20 December 2013, was previously proportionally consolidated. The application of IFRS 11 led to the consolidation of the TEB group under the equity method in the restated balance sheet as at 1 January 2013. As a result of the change of control, the Group's balance sheet rose by EUR 18 billion as at 31 December 2013; in particular, "Loans and receivables" due from customers increased by EUR 13.4 billion and "Amounts due to customers" was up by EUR 11.7 billion.

The Colakoglu group retains a put option which allows it to sell its interest in TEB Holding to BNP Paribas Group at the market value. This option includes a minimum price on the historical stake of the Colakoglu group reaching TRY 1.6 billion as of 1 April 2014.

8.d MINORITY INTERESTS

- **Main minority interests**

The assessment of the material nature of minority interests is based on the contribution of the relevant subsidiaries to the Group balance sheet (before elimination of intra-group balances and transactions) and to the Group profit and loss account.

In millions of euros	31 December 2014	Year to 31 Dec.2014						
	Total assets before elimination of intra-group transactions	Revenues	Net income	Net income and changes in assets and liabilities recognised directly in equity	Minority shareholders' interest (%)	Net income attributable to minority interests	Net income and changes in assets and liabilities recognised directly in equity - attributable to minority interests	Dividends paid to minority shareholders
Contribution of the entities belonging to the BGL BNP Paribas group	63,917	1,546	437	668	34%	163	245	59
Other minority interests						187	244	48
TOTAL						350	489	107

In millions of euros	31 December 2013	Year to 31 Dec.2013						
	Total assets before elimination of intra-group transactions	Revenues	Net income	Net income and changes in assets and liabilities recognised directly in equity	Minority shareholders' interest (%)	Net income attributable to minority interests	Net income and changes in assets and liabilities recognised directly in equity - attributable to minority interests	Dividends paid to minority shareholders
Contribution of the entities belonging to the BGL BNP Paribas group	60,888	1,631	524	428	34%	224	183	99
Other minority interests						379	6	82
TOTAL						603	189	181

There are no particular contractual restrictions on the assets of the BGL BNP Paribas Group related to the presence of the minority shareholder.

- **Internal restructuring that led to a change in minority shareholders' interest in the equity of subsidiaries**

In millions of euros	31 December 2014		31 December 2013	
	Attributable to shareholders	Minority interests	Attributable to shareholders	Minority interests
Sale of assets by BNP Paribas SA to BNP Paribas Fortis	-	-	78	(83)
Total	**-**	**-**	**78**	**(83)**

- **Acquisitions of additional interests and partial sales of interests leading to changes in minority interests in the equity of subsidiaries**

In millions of euros	31 December 2014		31 December 2013	
	Attributable to shareholders	Minority interests	Attributable to shareholders	Minority interests
BNP Paribas Fortis				
BNP Paribas SA bought out minority shareholders' interests representing 25% of the capital, lifting its interest percentage to 99.93%			911	(4,161)
BNP Paribas Bank Polska				
BNP Paribas Bank Polska SA realised a capital increase, fully subscribed by external investors. The Group's interest in this entity decreases from 99.83% to 84.94%.	(15)	67		
Turk Ekonomi Bankasi				
BNP Paribas Fortis Yatirimlar Holding bought out minority shareholders' interests representing 1.01% of the capital, lifting its interest pourcentage of Turk Ekonomi Bankasi AS to 69.48%	16	(35)		
Other	**11**	**(11)**		
Total	**12**	**21**	**911**	**(4,161)**

- **Commitments to repurchase minority shareholders' interests**

In connection with the acquisition of certain entities, the Group granted minority shareholders put options on their holdings.
The total value of these commitments, which are recorded as a reduction in shareholders' equity, amounts to EUR 853 million at 31 December 2014, compared with EUR 773 million at 31 December 2013.

8.e Significant restrictions in subsidiaries, joint ventures and associates

Significant restrictions related to the ability of entities to transfer cash to the Group
The ability of entities to pay dividends or to repay loans and advances depends, *inter alia*, on local regulatory requirements for capitalisation and legal reserves, as well as the entities' financial and operating performance. During 2013 and 2014, no BNP Paribas Group entity was subject to significant restrictions other than those related to regulatory requirements.

Significant restrictions relative to the Group's ability to use the assets lodged in consolidated structured entities
Access to the assets of consolidated structured entities in which third-party investors have invested is limited inasmuch as these entities' assets are reserved for the holders of units or securities. These assets total EUR 23 billion as at 31 December 2014 (compared with EUR 20 billion as at 31 December 2013).

Significant restrictions related to the Group's ability to use assets pledged as collateral or under repurchase agreements
The financial instruments pledged by the BNP Paribas Group as collateral or under repurchase agreements are presented in notes 5.s and 6.c.

Significant restrictions related to liquidity reserves
Significant restrictions related to liquidity reserves correspond to the mandatory deposits placed with central banks presented in chapter 5 of the registration document under “Liquidity risk”.

Assets representative of unit-linked insurance contracts
Assets representative of unit-linked insurance contracts designated as at fair value through profit or loss (see note 5.a) are held for the benefit of the holders of these contracts.

8.f STRUCTURED ENTITIES

The BNP Paribas Group is engaged in transactions with sponsored structured entities mainly through its activities of securitisation of financial assets - as either originator or sponsor -, fund management and specialised asset financing.

In addition, the BNP Paribas Group is also engaged in transactions with structured entities that it has not sponsored, notably in the form of investments in funds or securitisation vehicles.

The method for assessing control for structured entities is detailed in Note 1.b.2. “Consolidation methods”.

- **Consolidated structured entities**

The main categories of consolidated structured entities are:

ABCP (Asset-Backed Commercial Paper) conduits: the ABCP securitisation conduits Starbird, Matchpoint and Scaldis fund securitisation transactions managed by the BNP Paribas Group on behalf of its customers. Details on how these are financed and the Group's risk exposure are presented in Chapter 5 of the Registration Document under "Securitisation on behalf of clients as sponsor / Short-term refinancing".

Proprietary securitisation: proprietary securitisation positions originated and held by the BNP Paribas Group are detailed in Chapter 5 of the Registration Document under "Proprietary securitisation activities (initiator)".

Funds managed by the Group: the BNP Paribas Group structures different types of funds for which it may act as fund manager, investor, custodian or guarantor. These funds are consolidated when the Group is both the manager and a significant investor, and is therefore exposed to variable returns.

- **Unconsolidated structured entities**

The BNP Paribas Group has entered into relations with unconsolidated structured entities in the course of its business activities to meet the needs of its customers.

Information relative to interests in sponsored structured entities

The main categories of unconsolidated sponsored structured entities are as follows:

Securitisation: the BNP Paribas Group structures securitisation vehicles for the purposes of offering customers financing solutions for their assets, either directly or through consolidated ABCP conduits. Each vehicle finances the purchase of customers' assets (receivables, bonds, etc.) primarily by issuing bonds backed by these assets and whose redemption is linked to their performance.

Funds: the Group structures and manages funds to offer investment opportunities to its customers. Dedicated or public funds are offered to institutional and individual customers, and are distributed and commercially monitored by the BNP Paribas Group. The entities of the BNP Paribas Group responsible for managing these funds may receive management fees and performance commission. The BNP Paribas Group may hold units in these funds, as well as units in funds dedicated to the insurance activity not managed by the BNP Paribas Group.

Asset financing: the BNP Paribas Group finances structured entities that acquire assets (aircraft, ships, etc.) intended for lease, and the lease payments received by the structured entity are used to repay the financing, which is guaranteed by the asset held by the structured entity.

Other: on behalf of its customers, the Group may also structure entities which invest in assets or are involved in debt restructuring.

An interest in an unconsolidated structured entity is a contractual or non-contractual link that exposes the BNP Paribas Group to variable returns from the performance of the entity.

The Group's assets and liabilities related to the interests held in sponsored structured entities are as follows:

In millions of euros, at 31 December 2014	Securitisation	Funds	Asset Financing	Others	Total
INTERESTS ON THE GROUP BALANCE SHEET					
ASSETS					
Trading book	396	772	298	2,872	4,338
Instruments designated as at fair value through profit or loss (1)		25,350	60		25,410
Available-for-sale financial assets	63	3,867	235	472	4,637
Loans and receivables	6,843	179	10,832	274	18,128
Other assets		577		22	599
TOTAL ASSETS	**7,302**	**30,745**	**11,425**	**3,640**	**53,112**
LIABILITIES					
Trading book	29	669	8	2,682	3,388
Instruments designated as at fair value through profit or loss		44		18	62
Financial liabilities carried at amortised cost	167	14,162	567	582	15,478
Other liabilities	384	270	41	13	708
TOTAL LIABILITIES	**580**	**15,145**	**616**	**3,295**	**19,636**
MAXIMUM EXPOSURE TO LOSS	**10,601**	**30,828**	**12,462**	**4,413**	**58,304**
SIZE OF STRUCTURED ENTITIES (2)	**62,653**	**394,518**	**42,754**	**11,084**	**511,009**

(1) of which EUR 17,096 million representative of unit-linked insurance contracts, invested in funds managed by the BNP Paribas Group.
(2) the size of sponsored structured entities equals the total assets of the structured entity for securitisation vehicles, the net asset value for funds and the structured entity's total assets or the amount of the BNP Paribas Group's commitment for asset financing and other structures.

The BNP Paribas Group's maximum exposure to losses on sponsored structured entities is the carrying amount of the assets, excluding, for available-for-sale financial assets, changes in value taken directly to equity, as well as the nominal amount of the financing commitments and guarantee commitments given and the notional amount of credit default swaps (CDS) sold.

Information relative to interests in non-sponsored structured entities

The main interests held by the BNP Paribas Group when it acts solely as an investor in non-sponsored structured entities are detailed below:

– *Units in funds that are not managed by the Group, which are held by the Insurance business line:* as part of the asset allocation strategy corresponding to investments related to the premiums for unit-linked contracts or for the general fund, the Insurance business line subscribes to units of structured entities. These short- or medium-term investments are held for their financial performance and meet the risk diversification criteria inherent to the business. They amounted to EUR 31 billion as at 31 December 2014. Changes in value and the majority of the risks associated with these investments are borne by policyholders in the case of assets representative of unit-linked contracts, and by the insurer in the case of assets representative of the general fund;

- *Other investments in funds not managed by the Group:* as part of its trading business, the BNP Paribas Group invests in structured entities without any involvement in either managing or structuring these entities (investments in mutual funds, securities funds or alternative funds), particularly as economic hedge for structured products sold to customers. The Group also invests in minority holdings in support of companies as part of its venture capital business. These investments amounted to EUR 10 billion as at 31 December 2014.
- *Investments in securitisation vehicles:* the breakdown of the Group's exposure and the nature of the securities held are presented in Chapter 5 of the Registration Document in the section "Securitisation as investor".

8.g COMPENSATION AND BENEFITS AWARDED TO THE GROUP'S CORPORATE OFFICERS

The remuneration and benefits policy relating to the Group's corporate officers, as well as the detailed information on an individual basis, are presented in chapter 2 Corporate Governance of the registration document.

- **Remuneration and benefits awarded to the Group's corporate officers**

	Year to 31 Dec. 2014	Year to 31 Dec. 2013
Gross remuneration, including Directors' fees and benefits in kind		
- payable for the year	€6,378,790	€7,550,344
- paid during the year	€7,925,248	€8,379,539
Post-employment benefits		
Retirement bonuses: present value of the benefit obligation (payroll taxes excluded)	€261,438	€652,156
Contingent collective defined-benefit top-up pension plan	Nil	€19.4 m
Defined contribution pension plan : contributions paid by BNP Paribas during the year	€1,857	€2,037
Welfare benefits: premiums paid by BNP Paribas during the year	€13,692	€24,184
Share-based payments		
Stock subscription options		
- value of stock options granted during the year	Nil	Nil
- number of options held at 31 December	966,287	1,322,380
Performance shares		
- value of shares granted during the year	Nil	Nil
- number of shares held at 31 December	7,000	9,330
Long-term compensation (*)		
- fair value at grant date (**)	€621,000	€822,494

(*) Up until 2014, the multi-annual variable compensation shown in the note to the consolidated financial statements ("Compensation and benefits awarded to the Group's corporate officers") was the amount allocated during the year under review, unlike the annual variable compensation, which was applicable to the year preceding its allocation. To avoid the time difference between these two types of variable compensation and comply fully with EU Capital Requirement Directive IV applicable to credit institutions, this presentation has now been changed. Consequently, the multi-annual variable compensation taken into account in the total compensation paid in 2013 is that awarded by the Board of Directors on 29 April 2014. Likewise, the multi-annual variable compensation taken into account in the total compensation paid in 2014 is that awarded by the Board of Directors on 4 February 2015.

(**) Valuation according to the method described in note 1.i.

The defined-benefit pension plan commitments for executive corporate officers in office on 31 December of the year under review, correspond to the discounted value, on that date, of the life annuities provided by this plan, i.e. EUR 19.4 million at 31 December 2013. This commitment, which was outsourced in 2004 through an insurance policy overseeing the financing and management of this pension plan, has been covered by the payment of premiums since that date.

At 31 December 2014, no executive corporate officer was eligible for a defined-benefit pension plan.

- **Directors' fees paid to members of the board of directors**

The directors' fees paid in 2014 to all members of the Board of Directors amount to EUR 975,001, compared with EUR 950,593 paid in 2013. The amount paid in 2014 to members other than corporate officers was EUR 866,865, compared with EUR 860,742 in 2013.

- **Remuneration and benefits awarded to directors representing the employees**

In euros	Year to 31 Dec. 2014	Year to 31 Dec. 2013
Gross remuneration paid during the year	87,681	81,636
Directors' fees (paid to the trade unions)	120,081	112,352
Premiums paid by BNP Paribas during the year into schemes related to Garantie Vie Professionnelle Accidents benefits and healthcare expense coverage	1,707	1,831
Contributions paid by BNP Paribas during the year into the defined-contribution plan	697	720

- **Loans, advances and guarantees granted to the Group's corporate officers**

At 31 December 2014, the total outstanding loans granted directly or indirectly to the Group's corporate officers and their spouses amounted to EUR 1,352,551 (EUR 1,263,432 at 31 December 2013). These loans representing normal transactions were carried out on an arm's length basis.

8.h OTHER RELATED PARTIES

Other related parties of the BNP Paribas Group comprise consolidated companies (including entities consolidated under the equity method) and entities managing post-employment benefit plans offered to Group employees (except for multi-employer and multi-industry schemes).

Transactions between the BNP Paribas Group and related parties are carried out on an arm's length basis.

RELATIONS BETWEEN CONSOLIDATED COMPANIES

A list of companies consolidated by the BNP Paribas Group is provided in note 8.k "Scope of consolidation". Transactions and outstanding balances between fully-consolidated entities are eliminated. The tables below show transactions with entities accounted for under the equity method.

- **Outstanding balances of related-party transactions:**

In millions of euros	31 December 2014		31 December 2013(1)	
	Joint ventures	Associates (2)	Joint ventures	Associates (2)
ASSETS				
Loans, advances and securities				
On demand accounts		51	17	47
Loans	4,548	2,083	11,424	1,685
Securities	1,229		1,263	
Securities held in the non-trading portfolio	**12**	**38**	**94**	**1**
Other assets	**2**	**10**	**23**	**58**
Total	**5,791**	**2,182**	**12,821**	**1,791**
LIABILITIES				
Deposits				
On demand accounts	152	209	118	512
Other borrowings	36	2,655	622	2,525
Debt securities	**-**	**1**	**125**	**-**
Other liabilities	**-**	**29**	**3**	**60**
Total	**188**	**2,894**	**868**	**3,097**
FINANCING COMMITMENTS AND GUARANTEE COMMITMENTS				
Financing commitments given	**3,265**	**3,044**	**533**	**2,027**
Guarantee commitments given	**-**	**1,485**	**132**	**3**
Total	**3,265**	**4,529**	**665**	**2,030**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

(2) Including controlled but non material entities consolidated under the equity method.

The Group also carries out trading transactions with related parties involving derivatives (swaps, options and forwards, etc.) and financial instruments purchased or underwritten and issued by them (equities, bonds, etc.).

- **Related-party profit and loss items:**

In millions of euros	Year to 31 Dec. 2014		Year to 31 Dec. 2013[1]	
	Joint ventures	Associates [2]	Joint ventures	Associates [2]
Interest income	136	141	234	106
Interest expense	(1)	(72)	(2)	(37)
Commission income	5	379	23	382
Commission expense	(36)	(34)	(75)	(12)
Services provided	1	15	2	2
Services received				8
Lease income		6	6	6
Total	**105**	**435**	**188**	**455**

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

[2] Including controlled but non material entities consolidated under the equity method.

GROUP ENTITIES MANAGING CERTAIN POST-EMPLOYMENT BENEFIT PLANS OFFERED TO GROUP EMPLOYEES

In Belgium, BNP Paribas Fortis funds a number of pension schemes managed by AG Insurance in which the BNP Paribas Group has a 25% equity interest.

In other countries, post-employment benefit plans are generally managed by independent fund managers or independent insurance companies, and occasionally by Group companies (in particular BNP Paribas Asset Management, BNP Paribas Cardif, Bank of the West and First Hawaiian Bank). In Switzerland, a dedicated foundation manages pension plans for BNP Paribas Switzerland's employees.

At 31 December 2014, the value of plan assets managed by Group companies or by companies over which the Group exercises significant influence was EUR 3,684 million (EUR 3,476 million as at 31 December 2013). Amounts received by Group companies in the year to 31 December 2014 totalled EUR 4.1 million, and were mainly composed of management and custody fees (EUR 4 million in 2013).

8.i FINANCIAL INSTRUMENTS BY MATURITY

The table below gives a breakdown of financial instruments by contractual maturity. The maturity of financial assets and liabilities at fair value through profit or loss within the trading portfolio is deemed to be "undetermined" insofar as these instruments are intended to be sold or redeemed before their contractual maturity dates. The maturities of variable-income financial assets classified as available for sale, derivative hedging instruments, remeasurement adjustments on interest-rate risk hedged portfolios and undated subordinated debt are also deemed to be "undetermined". Since the majority of technical reserves of insurance companies are considered as demand deposits, they are not presented in this table.

In millions of euros, at 31 December 2014	Not determined	Overnight or demand	Up to 1 month (excl. overnight)	1 to 3 months	3 months to 1 year	1 to 5 years	More than 5 years	TOTAL
Cash and amounts due from central banks		117,473						117,473
Financial assets at fair value through profit or loss	813,647							813,647
Derivatives used for hedging purposes	19,766							19,766
Available-for-sale financial assets	18,261		19,106	10,624	14,477	78,455	111,369	252,292
Loans and receivables due from credit institutions	64	9,401	9,916	7,207	4,242	4,271	8,247	43,348
Loans and receivables due from customers		56,937	67,864	61,130	75,342	196,440	199,690	657,403
Remeasurement adjustment on interest-rate risk hedged portfolios	5,603							5,603
Held-to-maturity financial assets			27	721	662	5,596	1,959	8,965
Financial assets	**857,341**	**183,811**	**96,913**	**79,682**	**94,723**	**284,762**	**321,265**	**1,918,497**
Due to central banks		1,680						1,680
Financial liabilities at fair value through profit or loss	694,591		553	1,586	7,921	24,093	14,783	743,527
Derivatives used for hedging purposes	22,993							22,993
Due to credit institutions		15,808	21,453	19,971	8,482	21,998	2,640	90,352
Due to customers		469,891	65,682	56,767	28,715	16,545	3,949	641,549
Debt securities			21,203	49,300	42,249	43,419	30,903	187,074
Subordinated debt	1,831		381	292	686	6,185	4,561	13,936
Remeasurement adjustment on interest-rate risk hedged portfolios	4,765							4,765
Financial liabilities	**724,180**	**487,379**	**109,272**	**127,916**	**88,053**	**112,240**	**56,836**	**1,705,876**

In millions of euros, at 31 December 2013[(1)]	Not determined	Overnight or demand	Up to 1 month (excl. overnight)	1 to 3 months	3 months to 1 year	1 to 5 years	More than 5 years	TOTAL
Cash and amounts due from central banks		100,787						100,787
Financial assets at fair value through profit or loss	683,711							683,711
Derivatives used for hedging purposes	8,368							8,368
Available-for-sale financial assets	17,275		12,562	9,117	13,787	57,433	88,882	199,056
Loans and receivables due from credit institutions	39	11,794	10,457	9,371	6,216	6,698	12,970	57,545
Loans and receivables due from customers	143	47,007	45,837	55,526	72,706	190,959	200,277	612,455
Remeasurement adjustment on interest-rate risk hedged portfolios	3,568							3,568
Held-to-maturity financial assets				229	888	4,549	4,215	9,881
Financial assets	**713,104**	**159,588**	**68,856**	**74,243**	**93,597**	**259,639**	**306,344**	**1,675,371**
Due to central banks		662						662
Financial liabilities at fair value through profit or loss	578,054		296	1,776	7,542	23,224	10,343	621,235
Derivatives used for hedging purposes	12,139							12,139
Due to credit institutions		15,174	21,201	17,838	8,779	20,026	1,576	84,594
Due to customers		411,090	55,742	35,177	24,871	20,216	6,401	553,497
Debt securities			14,953	48,168	48,886	46,311	28,368	186,686
Subordinated debt	1,719		59	595	728	6,785	1,938	11,824
Remeasurement adjustment on interest-rate risk hedged portfolios	924							924
Financial liabilities	**592,836**	**426,926**	**92,251**	**103,554**	**90,806**	**116,562**	**48,626**	**1,471,561**

(1) Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).

The majority of the financing and guarantee commitments given, which amounted to EUR 246,381 million and EUR 90,737 million respectively at 31 December 2014 (EUR 206,892 million and EUR 92,294 million respectively at 31 December 2013), can be drawn at sight.

8.j FAIR VALUE OF FINANCIAL INSTRUMENTS CARRIED AT AMORTISED COST

The information supplied in this note must be used and interpreted with the greatest caution for the following reasons:

- These fair values are an estimate of the value of the relevant instruments as of 31 December 2014. They are liable to fluctuate from day to day as a result of changes in various parameters, such as interest rates and credit quality of the counterparty. In particular, they may differ significantly from the amounts actually received or paid on maturity of the instrument. In most cases, the fair value is not intended to be realised immediately, and in practice might not be realised immediately. Consequently, this fair value does not reflect the actual value of the instrument to BNP Paribas as a going concern;
- Most of these fair values are not meaningful, and hence are not taken into account in the management of the commercial banking activities which use these instruments;
- Estimating a fair value for financial instruments carried at historical cost often requires the use of modelling techniques, hypotheses and assumptions that may vary from bank to bank. This means that comparisons between the fair values of financial instruments carried at historical cost as disclosed by different banks may not be meaningful;
- The fair values shown below do not include the fair values of finance lease transactions, non-financial instruments such as property, plant and equipment, goodwill and other intangible assets such as the value attributed to demand deposit portfolios or customer relationships. Consequently, these fair values should not be regarded as the actual contribution of the instruments concerned to the overall valuation of the BNP Paribas Group.

In millions of euros 31 December 2014	Estimated fair value				Carrying value
	Level 1	Level 2	Level 3	Total	
FINANCIAL ASSETS					
Loans and receivables due from credit institutions (note 5.f)	-	43,299	25	43,324	43,348
Loans and receivables due from customers (note 5.g) [1]	-	62,751	580,189	642,940	631,189
Held-to-maturity financial assets (note 5.j)	10,206	113	82	10,401	8,965
FINANCIAL LIABILITIES					
Due to credit institutions (note 5.f)	-	90,729	-	90,729	90,352
Due to customers (note 5.g)	-	643,156	-	643,156	641,549
Debt securities (note 5.i)	79,463	109,805	-	189,268	187,074
Subordinated debt (note 5.i)	5,116	8,579	-	13,695	13,936

[1] Finance leases excluded

In millions of euros, at 31 December 2013[1]	Estimated fair value				Carrying value
	Level 1	Level 2	Level 3	Total	
FINANCIAL ASSETS					
Loans and receivables due from credit institutions (note 5.f)		57,348	109	57,457	57,545
Loans and receivables due from customers (note 5.g) [2]	3,655	41,588	553,129	598,372	587,258
Held-to-maturity financial assets	10,861	130	75	11,066	9,881
FINANCIAL LIABILITIES					
Due to credit institutions (note 5.f)		84,663		84,663	84,594
Due to customers (note 5.g)		554,303		554,303	553,497
Debt securities (note 5.i)	69,096	119,270		188,366	186,686
Subordinated debt (note 5.i)	3,774	7,468		11,242	11,824

[1] Restated according to IFRS 10 and 11 and the amendment to IAS 32 (see notes 1.a and 2).
[2] Finance leases excluded

The valuation techniques and assumptions used by BNP Paribas ensure that the fair value of financial assets and liabilities carried at amortised cost is measured on a consistent basis throughout the Group. Fair value is based on prices quoted in an active market when these are available. In other cases, fair value is determined using valuation techniques such as discounting of estimated future cash flows for loans, liabilities and held-to-maturity financial assets, or specific valuation models for other financial instruments as described in note 1, "Summary of significant accounting policies applied by the BNP Paribas Group". The description of the fair value hierarchy levels is also presented in the accounting principles (note 1.c.10). In the case of loans, liabilities and held-to-maturity financial assets that have an initial maturity of less than one year (including demand deposits) or of most regulated savings products, fair value equates to carrying amount. These instruments have been classified in Level 2, except for loans to customers, which are classified in Level 3.

8.k SCOPE OF CONSOLIDATION

Name	Country	31 December 2014 Method	Voting (%)	Interest (%)	Ref.	31 December 2013 Method	Voting (%)	Interest (%)	Ref.
Consolidating company									
BNP Paribas SA	France								
BNP Paribas SA (Argentina branch)	Argentina	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Australia branch)	Australia	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Bahrain branch)	Bahrain	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Belgium branch)	Belgium	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Bulgaria branch)	Bulgaria	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Canada branch)	Canada	Full	100%	100%	E2				
BNP Paribas SA (Cayman Islands branch)	Cayman Islands	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (China branch)	China				S1	Full	100%	100%	
BNP Paribas SA (Germany branch)	Germany	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Greece branch)	Greece								S1
BNP Paribas SA (Hong Kong branch)	Hong Kong	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Hungary branch)	Hungary	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (India branch)	India	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Ireland branch)	Ireland	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Italy branch)	Italy	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Japan branch)	Japan	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Jersey branch)	Jersey	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Kuwait branch)	Kuwait	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Luxembourg branch)	Luxembourg	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Malaysia branch)	Malaysia	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Monaco branch)	Monaco	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Netherlands branch)	Netherlands	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Norway branch)	Norway	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Panama branch)	Panama	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Philippines branch)	Philippines	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Poland branch)	Poland	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Portugal branch)	Portugal	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Qatar branch)	Qatar	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Republic of Korea branch)	Rep. of Korea	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Saudi Arabia branch)	Saudi Arabia	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Singapore branch)	Singapore	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (South Africa branch)	South Africa	Full	100%	100%		Full	100%	100%	E2
BNP Paribas SA (Spain branch)	Spain	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Taiwan branch)	Taiwan	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Thailand branch)	Thailand	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (U.S.A branch)	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (UK branch)	UK	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (United Arab Emirates branch)	United Arab Emirates	Full	100%	100%		Full	100%	100%	
BNP Paribas SA (Viet Nam branch)	Viet Nam	Full	100%	100%		Full	100%	100%	
Retail Banking									
Domestic Markets									
Retail Banking - France									
Banque de Wallis et Futuna	France	Full (1)	51,0%	51,0%		Full (1)	51,0%	51,0%	
BNP Paribas Developpement	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Factor	France	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Factor (Spain branch)	Spain	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Factor Portugal	Portugal	Full	100%	100%		Full	100%	100%	
BNP Paribas Guadeloupe	France	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Guyane	France	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Martinique	France	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Nouvelle Caledonie	France	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Réunion	France	Full (1)	100%	100%		Full (1)	100%	100%	
Société Alsacienne de développement et d'expansion	France	Full	100%	65,9%		Full	100%	65,9%	V1
Retail Banking - Belgium									
Alpha Card SCRL (Group)	Belgium	Equity	50,0%	50,0%		Equity	50,0%	50,0%	V1
Belgian Mobile Wallet	Belgium	Equity	33,2%	33,2%	V2&V3	Equity	50,0%	50,0%	E2
BNP Paribas Commercial Finance Ltd.	UK	Full	100%	99,9%		Full	100%	99,9%	V1&D1
BNP Paribas Factor Deutschland BV	Netherlands	Full	100%	99,9%		Full	100%	99,9%	V1&D1
BNP Paribas Factor GmbH	Germany	Full	100%	99,9%		Full	100%	99,9%	V1&D1
BNP Paribas Factoring Coverage Europe Holding NV	Netherlands	Full	100%	99,9%		Full	100%	99,9%	V1
BNP Paribas Fortis	Belgium	Full	99,9%	99,9%		Full	99,9%	99,9%	V1
BNP Paribas Fortis (Austria branch)	Austria	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis (Cayman Islands branch)	Cayman Islands	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis (Czech Republic branch)	Czech Republic	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis (Denmark branch)	Denmark	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis (Finland branch)	Finland	Full	100%	99,9%	E2				
BNP Paribas Fortis (Germany branch)	Germany	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis (Greece branch)	Greece								S1
BNP Paribas Fortis (Netherlands branch)	Netherlands	Full	100%	99,9%		Full	100%	99,9%	E2
BNP Paribas Fortis (Norway branch)	Norway	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis (Portugal branch)	Portugal								S1
BNP Paribas Fortis (Romania branch)	Romania	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis (Spain branch)	Spain	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis (Sweden branch)	Sweden	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis (U.S.A branch)	U.S.A	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis (UK branch)	UK	Full	100%	99,9%		Full	100%	99,9%	
BNP Paribas Fortis Factor NV	Belgium	Full	100%	99,9%		Full	100%	99,9%	V1
BNP Paribas Fortis Funding SA	Luxembourg	Full	100%	99,9%		Full	100%	99,9%	V1
Bpost banque	Belgium	Equity (3)	50,0%	50,0%		Equity (3)	50,0%	50,0%	V1&D3
Retail Banking - Belgium (cont'd)									
Demetris NV	Belgium	Equity *	100%	99,9%		Equity *	100%	99,9%	V1
Fortis Finance Belgium S.C.R.L.	Belgium								S1
FV Holding N.V.	Belgium								S3
Immobilière Sauvenière SA	Belgium	Equity *	100%	99,9%		Equity *	100%	99,9%	V1
Special Purpose Entities									
BASS Master Issuer NV	Belgium	Full	-	-		Full	-	-	
Esmée Master Issuer	Belgium	Full	-	-		Full	-	-	
Retail Banking - Luxembourg									
BGL BNP Paribas	Luxembourg	Full	66,0%	65,9%		Full	66,0%	65,9%	V1
BGL BNP Paribas (Germany branch)	Germany	Full	100%	65,9%		Full	100%	65,9%	E2
BGL BNP Paribas Factor SA	Luxembourg	Full	100%	65,9%		Full	100%	65,9%	V1
BNP Paribas Lease Group Luxembourg SA	Luxembourg	Full	100%	65,9%		Full	100%	65,9%	V1
Cofhylux SA	Luxembourg	Full	100%	65,9%		Full	100%	65,9%	V1
Special Purpose Entities									
Société Immobilière de Monterey SA	Luxembourg	Full	-	-		Full	-	-	E2
Société Immobilière du Royal Building SA	Luxembourg	Full	-	-		Full	-	-	E2
Retail Banking - Italy (BNL Banca Commerciale)									
Artigiancassa SPA	Italy	Full	73,9%	73,9%		Full	73,9%	73,9%	
Banca Nazionale del Lavoro SPA	Italy	Full	100%	100%		Full	100%	100%	
BNL Finance SPA	Italy	Full	100%	100%		Full	100%	100%	
BNL Positivity SRL	Italy	Full	51,0%	51,0%		Full	51,0%	51,0%	
Business Partners Italia SCPA	Italy	Full	100%	100%	E2				
International Factors Italia SPA - Ifitalia	Italy	Full	99,6%	99,6%		Full	99,6%	99,6%	
Special Purpose Entities									
EMF IT-2008-1 SRL	Italy	Full	-	-		Full	-	-	
Vela ABS SRL	Italy	Full	-	-		Full	-	-	
Vela Home SRL	Italy	Full	-	-		Full	-	-	
Vela Mortgages SRL	Italy	Full	-	-		Full	-	-	
Vela OBG SRL	Italy	Full	-	-		Full	-	-	
Vela Public Sector SRL	Italy	Full	-	-		Full	-	-	
Vela RMBS SRL	Italy	Full	-	-	E2				
Arval									
Arval A/S	Denmark	Equity *	100%	100%		Equity *	100%	100%	E1
Arval Austria GmbH	Austria	Equity *	100%	100%		Equity *	100%	100%	
Arval Belgium SA	Belgium	Full	100%	100%		Full	100%	100%	
Arval Benelux BV	Netherlands	Full	100%	100%		Full	100%	100%	
Arval Brasil Limitada	Brazil	Full	100%	100%		Full	100%	100%	
Arval Business Services Ltd.	UK								S3
Arval BV	Netherlands	Full	100%	100%		Full	100%	100%	
Arval China Co Ltd	China	Equity *	100%	100%		Equity *	100%	100%	E1
Arval CZ SRO	Czech Republic	Full	100%	100%		Full	100%	100%	
Arval Deutschland GmbH	Germany	Full	100%	100%		Full	100%	100%	
Arval ECL	France	Equity *	100%	100%		Equity *	100%	100%	
Arval Hellas Car Rental SA	Greece	Equity *	100%	100%		Equity *	100%	100%	
Arval India Private Ltd.	India	Equity *	100%	100%		Equity *	100%	100%	
Arval Ltd.	UK								S3
Arval Luxembourg SA	Luxembourg	Equity *	100%	100%		Equity *	100%	100%	
Arval Magyarorszag KFT	Hungary	Equity *	100%	100%		Equity *	100%	100%	
Arval Maroc SA	Morocco	Equity *	100%	89,0%		Equity *	100%	89,0%	
Arval OOO	Russia	Full	100%	100%		Full	100%	100%	
Arval Oy	Finland	Equity *	100%	100%		Equity *	100%	100%	E1
Arval PHH Holdings Ltd.	UK								S3
Arval PHH Holdings UK Ltd.	UK								S3
Arval Schweiz AG	Switzerland	Equity *	100%	100%		Equity *	100%	100%	
Arval Service Gmbh	Germany								S4
Arval Service Lease	France	Full	100%	100%		Full	100%	100%	
Arval Service Lease Aluger Operational Automoveis SA	Portugal	Equity *	100%	100%		Equity *	100%	100%	
Arval Service Lease Italia S.P.A.	Italy	Full	100%	100%		Full	100%	100%	
Arval Service Lease Polska SP.z.o.o	Poland	Full	100%	100%		Full	100%	100%	
Arval Service Lease Romania SRL	Romania	Equity *	100%	100%		Equity *	100%	100%	
Arval Service Lease SA	Spain	Full	100%	100%		Full	100%	100%	
Arval Slovakia	Slovakia	Equity *	100%	100%		Equity *	100%	100%	
Arval Trading	France	Equity *	100%	100%		Equity *	100%	100%	
Arval UK Group Ltd.	UK	Full	100%	100%		Full	100%	100%	
Arval UK Ltd.	UK	Full	100%	100%		Full	100%	100%	
Autovalley	France	Equity *	100%	100%		Equity *	100%	100%	
BNP Paribas Fleet Holdings Ltd.	UK	Full	100%	100%		Full	100%	100%	
Cofiparc	France	Full	100%	100%		Full	100%	100%	
Gestion et Location Holding	France								S4
Greenval Insurance Company Ltd.	Ireland	Full (2)	100%	100%		Full (2)	100%	100%	
PHH Financial services Ltd.	UK								S3
Public Location Longue Durée	France	Equity *	100%	100%		Equity *	100%	100%	V1
TEB Arval Arac Filo Kiralama AS	Turkey	Full	100%	75,0%		Full	100%	75,0%	D4
Leasing Solutions									
Ace Equipment Leasing	Belgium	Full	100%	83,0%		Full	100%	83,0%	V1
Ace Leasing	Belgium				S4	Full	100%	83,0%	V1
Ace Leasing BV	Netherlands								S4
Agrilease BV	Netherlands				S3	Full	100%	83,0%	V1
Albury Asset Rentals Ltd.	UK	Full	100%	83,0%		Full	100%	83,0%	V1
All In One Vermietungsgesellschaft für Telekommunicationsanlagen mbH.	Germany	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
All In One Vermietung GmbH	Austria	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
Aprolis Finance	France	Full	51,0%	42,3%		Full	51,0%	42,3%	V1
Aprolis Finance (Romania branch)	Romania	Equity *	100%	42,3%	D1	Full	100%	42,3%	
Arius	France	Full	100%	83,0%		Full	100%	83,0%	V1

Changes in the scope of consolidation

New entries (E) in the scope of consolidation
E1 Passing qualifying thresholds as defined by the Group (see note 1.b)
E2 Incorporation
E3 Purchase, gain of control or significant influence
E4 Entities newly consolidated in accordance with IFRS10 (see note 2)

Removals (S) from the scope of consolidation
S1 Cessation of activity (including dissolution, liquidation)
S2 Disposal, loss of control or loss of significant influence
S3 Entities removed from the scope because < qualifying thresholds (see note 1.b)
S4 Merger, Universal transfer of assets and liabilities

Variance (V) in voting or ownership interest
V1 Additional purchase
V2 Partial disposal
V3 Dilution
V4 Increase in %

Equity * Controlled but non material entities consolidated under the equity method as associates

Miscellaneous
D1 Consolidation method change not related to fluctuation in voting or ownership interest
D2 96 Construction-Sale Companies (Real Estate programmes) of which 86 fully and 10 equity method consolidated
D3 Entities previously under proportional consolidation, which become consolidated under the equity method in accordance with IFRS 11 (see note 2.)
D4 The TEB group, previously proportionally consolidated, was consolidated under the equity method in accordance with IFRS 11, then fully consolidated as of 31 December 2013 (see note 2).
D5 The LaSer group was consolidated under the equity method until 25 July 2014. Following the additional purchase of interest by BNP Paribas Group, the LaSer group has been fully consolidated (see note 8.c.)

Prudential scope of consolidation
(1) French subsidiaries whose supervision of prudential requirements is complied with through the supervision on a consolidated basis of BNP Paribas SA, in accordance with article 7.1 of Regulation n°575/2013 of the European Parliament and of the Council.
(2) Entities consolidated under the equity method for prudential purposes
(3) Jointly controlled entities under proportional consolidation for prudential purposes.

Name	Country	31 December 2014 Method	Voting (%)	Interest (%)	Ref.	31 December 2013 Method	Voting (%)	Interest (%)	Ref.
Leasing Solutions (cont'd)									
Artegy Ltd.	UK	Equity *	100%	83,0%	D1	Full	100%	83,0%	V1
Artegy	France	Full	100%	83,0%		Full	100%	83,0%	V1
BNP Paribas Finansal Kiralama AS	Turkey	Full	100%	82,4%	V1	Full	100%	82,3%	V1
BNP Paribas Lease Group BPLG	France	Full (1)	100%	83,0%		Full (1)	100%	83,0%	V1
BNP Paribas Lease Group BPLG (Germany branch)	Germany	Full (1)	100%	83,0%		Full (1)	100%	83,0%	
BNP Paribas Lease Group BPLG (Italy branch)	Italy	Full (1)	100%	83,0%		Full (1)	100%	83,0%	
BNP Paribas Lease Group BPLG (Portugal branch)	Portugal	Full (1)	100%	83,0%		Full (1)	100%	83,0%	
BNP Paribas Lease Group BPLG (Spain branch)	Spain	Full (1)	100%	83,0%		Full (1)	100%	83,0%	
BNP Paribas Lease Group (Rentals) Ltd.	UK	Full	100%	83,0%		Full	100%	83,0%	V1
BNP Paribas Lease Group IFN SA	Romania	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
BNP Paribas Lease Group KFT	Hungary	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
BNP Paribas Lease Group Leasing Solutions SPA	Italy	Full	100%	95,5%		Full	100%	95,5%	V1
BNP Paribas Lease Group Lizing RT	Hungary	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
BNP Paribas Lease Group Netherlands BV	Netherlands								S4
BNP Paribas Lease Group Polska SP z.o.o	Poland	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
BNP Paribas Lease Group PLC	UK	Full	100%	83,0%		Full	100%	83,0%	V1
BNP Paribas Lease Group SA Belgium	Belgium	Full	100%	83,0%		Full	100%	83,0%	V1
BNP Paribas Leasing Solutions	Luxembourg	Full	100%	83,0%		Full	100%	83,0%	V1
BNP Paribas Leasing Solutions Immobilier Suisse	Switzerland	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
BNP Paribas Leasing Solutions Ltd.	UK	Full	100%	83,0%		Full	100%	83,0%	V1
BNP Paribas Leasing Solutions NV	Netherlands	Full	100%	83,0%		Full	100%	83,0%	V1
BNP Paribas Leasing Solutions Suisse SA	Switzerland	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
Claas Financial Services	France	Full (1)	60,1%	49,9%		Full (1)	60,1%	49,9%	V1
Claas Financial Services (Germany branch)	Germany	Full (1)	100%	49,9%		Full (1)	100%	49,9%	
Claas Financial Services (Italy branch)	Italy	Full (1)	100%	49,9%		Full (1)	100%	49,9%	
Claas Financial Services (Poland branch)	Poland	Full (1)	100%	49,9%		Full (1)	100%	49,9%	
Claas Financial Services (Spain branch)	Spain	Full (1)	100%	49,9%		Full (1)	100%	49,9%	
Claas Financial Services Inc.	U.S.A	Full	100%	49,9%		Full	100%	49,9%	V1
Claas Financial Services Ltd.	UK	Full	51,0%	42,3%		Full	51,0%	42,3%	V1
CNH Industrial Capital Europe (ex- CNH Capital Europe)	France	Full (1)	50,1%	41,6%		Full (1)	50,1%	41,6%	V1
CNH Industrial Capital Europe (Belgium branch)	Belgium	Full (1)	100%	41,6%		Full (1)	100%	41,6%	
CNH Industrial Capital Europe (Germany branch)	Germany	Full (1)	100%	41,6%		Full (1)	100%	41,6%	
CNH Industrial Capital Europe (Italy branch)	Italy	Full (1)	100%	41,6%		Full (1)	100%	41,6%	
CNH Industrial Capital Europe (Poland branch)	Poland	Full (1)	100%	41,6%	E2				
CNH Industrial Capital Europe (Spain branch)	Spain	Full (1)	100%	41,6%		Full (1)	100%	41,6%	
CNH Industrial Capital Europe BV (ex- CNH Capital Europe BV)	Netherlands	Full	100%	41,6%		Full	100%	41,6%	V1
CNH Industrial Capital Europe GmbH (ex- CNH Capital Europe GmbH)	Austria	Full	100%	41,6%		Full	100%	41,6%	V1
CNH Industrial Capital Europe Ltd. (ex- CNH Capital Europe Ltd.)	UK	Full	100%	41,6%		Full	100%	41,6%	V1
Commercial Vehicle Finance Ltd.	UK	Full	100%	83,0%		Full	100%	83,0%	V1
Equipment Lease BV	Netherlands								S4
ES-Finance	Belgium	Full	100%	99,9%		Full	100%	99,9%	V1
Fortis Lease Belgium	Belgium	Full	100%	83,0%		Full	100%	83,0%	V1
Fortis Lease (France)	France	Full (1)	100%	83,0%		Full (1)	100%	83,0%	V1
Fortis Lease Car & Truck	Belgium				S4	Full	100%	83,0%	V1
Fortis Lease Deutschland GmbH	Germany	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
Fortis Lease Iberia SA	Spain	Equity *	100%	86,6%		Equity *	100%	86,6%	V1
Fortis Lease Operativ Lizing Zartkoruen Mukodo Reszvenytarsasag	Hungary	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
Fortis Lease Polska Sp.z.o.o.	Poland				S3	Full	100%	99,8%	V1
Fortis Lease Portugal	Portugal	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
Fortis Lease Romania IFN SA	Romania	Equity *	100%	83,0%		Equity *	100%	83,0%	V1
Fortis Lease UK Ltd.	UK	Equity *	100%	83,0%	D1	Full	100%	83,0%	V1
Fortis Lease UK Retail Ltd.	UK	Equity *	100%	83,0%	D1	Full	100%	83,0%	V1
Fortis Vastgoedlease BV	Netherlands	Equity *	100%	83,0%	D1	Full	100%	83,0%	V1
Heffiq Heftruck Verhuur BV (ex- Barloworld Heftruck BV)	Netherlands				S3	Equity	50,0%	41,5%	V1
H.F.G.L Ltd.	UK	Full	100%	83,0%		Full	100%	83,0%	V1
Humberclyde Commercial Investments Ltd.	UK	Full	100%	83,0%		Full	100%	83,0%	V1
Humberclyde Commercial Investments N°1 Ltd.	UK	Full	100%	83,0%		Full	100%	83,0%	V1
JCB Finance	France	Full (1)	100%	41,6%		Full (1)	100%	41,6%	V1
JCB Finance (Germany branch)	Germany	Full (1)	100%	41,6%		Full (1)	100%	41,6%	
JCB Finance (Italy branch)	Italy	Full (1)	100%	41,6%		Full (1)	100%	41,6%	
JCB Finance (Spain branch)	Spain				S1	Full (1)	100%	41,6%	
JCB Finance Holdings Ltd.	UK	Full	50,1%	41,6%		Full	50,1%	41,6%	V1
Locatrice Italiana SPA	Italy	Equity *	100%	95,5%		Equity *	100%	95,5%	V1
Manitou Finance Ltd.	UK	Full	51,0%	42,3%		Full	51,0%	42,3%	V1
MFF	France	Full (1)	51,0%	42,3%		Full (1)	51,0%	42,3%	V1
Natiocrédibail	France	Full (1)	100%	100%		Full (1)	100%	100%	
Natiocrédimurs	France	Full (1)	100%	100%		Full (1)	100%	100%	
Natioénergie 2	France	Equity *	100%	100%		Equity *	100%	100%	D1
Same Deutz Fahr Finance Ltd.	UK	Full	100%	83,0%		Full	100%	83,0%	V1
Same Deutz-Fahr Finance	France	Full (1)	100%	83,0%		Full (1)	100%	83,0%	V1
SREI Equipement Finance Ltd. (ex- SREI Equipement Finance Private Ltd.)	India	Equity (3)	50,0%	41,5%		Equity (3)	50,0%	41,5%	V1&D3
Special Purpose Entities									
Fortis Energy Leasing XI BV	Netherlands								S4
Fortis Energy Leasing X2 BV	Netherlands								S4
Fortis Energy Leasing XIV BV	Netherlands								S4
Vela Lease SRL	Italy	Full	-	-		Full	-	-	
Personal Investors									
B*Capital	France	Full (1)	100%	99,9%		Full (1)	100%	99,9%	
Cortal Consors	France				S4	Full (1)	100%	100%	
Cortal Consors (Germany branch)	Germany				S4	Full (1)	100%	100%	

Name	Country	31 December 2014 Method	Voting (%)	Interest (%)	Ref.	31 December 2013 Method	Voting (%)	Interest (%)	Ref.
Personal Investors (cont'd)									
Cortal Consors (Italy branch)	Italy								S1
Cortal Consors (Spain branch)	Spain				S4	Full (1)	100%	100%	
DAB Bank AG	Germany	Full	91,7%	91,7%	E3				
Direktanlage AT AG	Austria	Full	100%	91,7%	E3				
Geojit BNP Paribas Financial Services Ltd (Group)	India	Equity	34,4%	34,4%	V1	Equity	33,6%	33,6%	D3
Geojit Technologies Private Ltd.	India	Full	57,4%	57,4%	V1	Full	56,8%	56,8%	
Portzamparc Gestion	France				S3	Full	100%	51,0%	
Portzamparc société de Bourse	France	Full (1)	51,0%	51,0%		Full (1)	51,0%	51,0%	
Special Purpose Entities									
BNP Paribas Beteiligungsholding AG	Germany	Full	-	-	E3				
BNP Paribas Personal Finance									
Alpha Crédit SA	Belgium	Full	100%	99,9%		Full	100%	99,9%	V1
Axa Banque Financement	France	Equity	35,0%	35,0%		Equity	35,0%	35,0%	
Banco BNP Paribas Personal Finance SA	Portugal	Full	100%	100%		Full	100%	100%	
Banco Cetelem Argentina SA	Argentina	Full	100%	100%		Full	100%	100%	
Banco Cetelem SA	Spain	Full	100%	100%		Full	100%	100%	
Banco Cetelem SA (ex- Banco BGN SA)	Brazil	Full	100%	100%		Full	100%	100%	
Banco de Servicios Financieros SA	Argentina	Equity	40,0%	40,0%		Equity	40,0%	40,0%	
Banque Solféa	France	Equity (3)	44,9%	44,9%	V1&D5				
BGN Mercantil E Servicos Ltda	Brazil	Equity *	100%	100%		Equity *	100%	100%	
Bieffe 5 SPA	Italy				S4	Full	100%	100%	
BNP Paribas Personal Finance	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Personal Finance BV	Netherlands	Full	100%	100%		Full	100%	100%	
BNP Paribas Personal Finance EAD	Bulgaria	Full	100%	100%		Full	100%	100%	
BNP Paribas Personal Finance SA de CV	Mexico	Full	100%	100%		Full	100%	100%	
Cafineo	France	Full (1)	51,0%	50,8%		Full (1)	51,0%	50,8%	
Carrefour Banque	France	Equity	39,2%	39,2%		Equity	39,2%	39,2%	
Cetelem Algérie	Algeria	Equity *	100%	100%		Equity *	100%	100%	
Cetelem America Ltda	Brazil	Full	100%	100%		Full	100%	100%	
Cetelem Bank LLC	Russia	Equity	26,0%	26,0%		Equity	26,0%	26,0%	V2
Cetelem Brasil SA	Brazil				S4	Full	100%	100%	
Cetelem CR AS	Czech Republic	Full	100%	100%		Full	100%	100%	
Cetelem IFN	Romania	Full	100%	100%		Full	100%	100%	
Cetelem Latin America Holding Participaçoes Ltda	Brazil								S4
Cetelem Serviços Ltda	Brazil	Full	100%	100%		Full	100%	100%	E1
Cetelem Slovensko AS	Slovakia	Full	100%	100%		Full	100%	100%	
CMV Médiforce	France	Full (1)	100%	100%		Full (1)	100%	100%	
Cofica Bail	France	Full (1)	100%	100%		Full (1)	100%	100%	
Cofiplan	France	Full (1)	100%	100%		Full (1)	100%	100%	
Commerz Finanz	Germany	Full	50,1%	50,1%		Full	50,1%	50,1%	
Communication Marketing Services - CMS	France	Full	100%	100%	V1&D5				
Compagnie de Gestion et de Prêts	France	Full	65,0%	65,0%	V1&D5				
Cosimo	France								S3
Creation Consumer Finance Ltd.	UK	Full	100%	100%	V1&D5				
Creation Financial Services Ltd.	UK	Full	100%	100%	V1&D5				
Creation Marketing Services Ltd.	UK	Full	100%	100%	V1&D5				
Credirama SPA	Italy								S3
Crédit Moderne Antilles Guyane	France	Full (1)	100%	100%		Full (1)	100%	100%	
Crédit Moderne Océan Indien	France	Full (1)	97,8%	97,8%		Full (1)	97,8%	97,8%	
Direct Services	Bulgaria	Full	100%	100%		Full	100%	100%	
Domofinance	France	Full (1)	55,0%	55,0%		Full (1)	55,0%	55,0%	
Effico	France	Full	100%	100%		Full	100%	100%	
Effico Iberia SA	Spain	Equity *	100%	100%		Equity *	100%	100%	D1
Effico Portugal	Portugal								S2
EkspresBank	Denmark	Full	100%	100%	V1&D5				
EkspresBank (Norway branch)	Norway	Full	100%	100%	V1&D5				
Eos Aremas Belgium SA	Belgium	Equity	50,0%	49,9%		Equity	50,0%	49,9%	V1
Eurocredito EFC SA	Spain	Full	100%	100%		Full	100%	100%	
Facet	France	Full (1)	100%	100%		Full (1)	100%	100%	
Fidecom	France	Full	82,4%	82,4%	V1&D5				
Fidem	France	Full (1)	100%	100%		Full (1)	100%	100%	V1
Fimestic Expansion SA	Spain	Full	100%	100%		Full	100%	100%	
Finalia	Belgium								S4
Findomestic Banca SPA	Italy	Full	100%	100%		Full	100%	100%	
Findomestic Banka AD	Serbia	Full	100%	100%		Full	100%	100%	
Gesellschaft für Capital & Vermögensverwaltung Gmbh (GCV)	Germany	Equity *	100%	99,9%		Equity *	100%	99,9%	E1
Gestion et Services Groupe Cofinoga GIE	France	Full	100%	100%	V1&D5				
Inkasso Kodat Gmbh & Co KG	Germany	Equity *	100%	99,9%		Equity *	100%	99,9%	E1
LaSer Cofinoga	France	Full	100%	100%	V1&D5				
LaSer Loyalty	France	Full	100%	100%	V1&D5				
LaSer SA	France	Full	100%	100%	V1&D5	Equity (3)	50,0%	50,0%	D3
LaSer Symag	France	Full	100%	100%	V1&D5				
Leval 20	France	Full	100%	100%		Full	100%	100%	
Loisirs Finance	France	Full (1)	51,0%	51,0%		Full (1)	51,0%	51,0%	
Magyar Cetelem Bank Zrt.	Hungary	Full	100%	100%		Full	100%	100%	
Nissan Finance Belgium NV	Belgium				S4	Full	100%	99,9%	V1
Norrsken Finance	France	Full (1)	51,0%	51,0%		Full (1)	51,0%	51,0%	
Oney Magyarorszag Zrt	Hungary	Equity	40,0%	40,0%		Equity	40,0%	40,0%	E1
Prestacomer SA de CV	Mexico								S3
Prêts et Services SAS	France	Full (1)	100%	100%		Full (1)	100%	100%	
Projeo	France	Full (1)	51,0%	51,0%		Full (1)	51,0%	51,0%	
RCS Botswana Proprietary Ltd.	Botswana	Full	100%	100%	E3				
RCS Cards Proprietary Ltd.	South Africa	Full	100%	100%	E3				
RCS Collections Proprietary Ltd.	South Africa	Full	100%	100%	E3				
RCS Home Loans Proprietary Ltd.	South Africa	Full	100%	100%	E3				
RCS Investment Holdings Ltd.	South Africa	Full	100%	100%	E3				
RCS Investment Holdings Namibia Proprietary Ltd.	Namibia	Full	100%	100%	E3				

Changes in the scope of consolidation

New entries (E) in the scope of consolidation

E1 Passing qualifying thresholds as defined by the Group (see note 1.b)
E2 Incorporation
E3 Purchase, gain of control or significant influence
E4 Entities newly consolidated in accordance with IFRS10 (see note 2)

Removals (S) from the scope of consolidation

S1 Cessation of activity (including dissolution, liquidation)
S2 Disposal, loss of control or loss of significant influence
S3 Entities removed from the scope because < qualifying thresholds (see note 1.b)
S4 Merger, Universal transfer of assets and liabilities

Variance (V) in voting or ownership interest

V1 Additional purchase
V2 Partial disposal
V3 Dilution
V4 Increase in %

Equity * Controlled but non material entities consolidated under the equity method as associates

Miscellaneous

D1 Consolidation method change not related to fluctuation in voting or ownership interest
D2 96 Construction-Sale Companies (Real Estate programmes) of which 86 fully and 10 equity method consolidated
D3 Entities previously under proportional consolidation, which become consolidated under the equity method in accordance with IFRS 11 (see note 2.)
D4 The TEB group, previously proportionally consolidated, was consolidated under the equity method in accordance with IFRS 11, then fully consolidated as of 31 December 2013 (see note 2).
D5 The LaSer group was consolidated under the equity method until 25 July 2014. Following the additional purchase of interest by BNP Paribas Group, the LaSer group has been fully consolidated (see note 8.c.)

Prudential scope of consolidation

(1) French subsidiaries whose supervision of prudential requirements is complied with through the supervision on a consolidated basis of BNP Paribas SA, in accordance with article 7.1 of Regulation n°575/2013 of the European Parliament and of the Council.
(2) Entities consolidated under the equity method for prudential purposes
(3) Jointly controlled entities under proportional consolidation for prudential purposes.

		31 December 2014				31 December 2013			
Name	Country	Method	Voting (%)	Interest (%)	Ref.	Method	Voting (%)	Interest (%)	Ref.
BNP Paribas Personal Finance (cont'd)									
Retail Mobile Wallet	France	Equity *	100%	100%	E1				
Servicios Financieros Carrefour EFC	Spain	Equity	37,3%	39,9%		Equity	37,3%	39,9%	
Sundaram BNP Paribas Home Finance Ltd.	India	Equity	49,9%	49,9%		Equity	49,9%	49,9%	
Sygma Banque	France	Full	100%	100%	V1&D5				
Sygma Banque (Poland branch)	Poland	Full	100%	100%	V1&D5				
Sygma Banque (UK branch)	UK	Full	100%	100%	V1&D5				
Sygma Funding Two Ltd.	UK	Full	100%	100%	V1&D5				
TEB Tuketici Finansman AS	Turkey	Full	100%	92,8%		Full	100%	92,8%	D4
UCB Ingatlanhitel RT	Hungary	Full	100%	100%		Full	100%	100%	
UCB Suisse	Switzerland								S4
Union de Creditos Inmobiliarios - UCI (Group)	Spain	Equity (3)	50,0%	50,0%		Equity (3)	50,0%	50,0%	D3
Von Essen GmbH & Co. KG Bankgesellschaft	Germany	Full	100%	99,9%		Full	100%	99,9%	V1
Special Purpose Entities									
Autonoria 2012 - 1 et 2	France	Full	-	-		Full	-	-	
Autonoria 2014	France	Full	-	-	E2				
Cofinoga Funding Two L.P.	UK	Full	-	-	V1&D5				
Domos 2011 - A et B	France	Full	-	-		Full	-	-	
FCC Retail ABS Finance - Noria 2009	France	Full	-	-		Full	-	-	
FCC Domos 2008	France	Full	-	-		Full	-	-	
FCC U.C.I 5 -18	Spain	Equity (3)	-	-		Equity (3)	-	-	D3
Fideicomiso Financiero Cetelem II, III et IV	Argentina	Full	-	-	E2	Full	-	-	E2
Florence 1 SRL	Italy	Full	-	-		Full	-	-	
Florence SPV SRL	Italy	Full	-	-		Full	-	-	E2
Fundo de Investimento EM Direitos Creditorios BGN Life	Brazil								S1
Phedina Hypotheken 2010 BV	Netherlands	Full	-	-		Full	-	-	
Phedina Hypotheken 2011-I BV	Netherlands	Full	-	-		Full	-	-	
Phedina Hypotheken 2013-I BV	Netherlands	Full	-	-		Full	-	-	E2
International Retail Banking									
Retail Banking in the United States of America									
1897 Services Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
BancWest Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
Bancwest Investment Services, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
Bank of the West Business Park Association LLC	U.S.A				S3	Full	38,0%	38,0%	
Bank of the West	U.S.A	Full	100%	100%		Full	100%	100%	
Bank of the West (Cayman Islands branch)	Cayman Islands	Full	100%	100%		Full	100%	100%	
Bishop Street Capital Management Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
BW Insurance Agency, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
Center Club, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
CFB Community Development Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
Claas Financial Services LLC	U.S.A	Full	75,9%	63,4%		Full	75,9%	63,4%	
Commercial Federal Affordable Housing, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
Commercial Federal Community Development Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
Commercial Federal Insurance Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
Commercial Federal Investment Service Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
Community Service, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
Equity Lending Inc.	U.S.A				S1	Full	100%	100%	
Essex Credit Corporation	U.S.A				S4	Full	100%	100%	
FHB Guam Trust Co.	U.S.A	Full	100%	100%		Full	100%	100%	
FHL SPC One, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
First Bancorp	U.S.A	Full	100%	100%		Full	100%	100%	
First Hawaïan Bank	U.S.A	Full	100%	100%		Full	100%	100%	
First Hawaïan Bank (Cayman Islands branch)	Cayman Islands	Full	100%	100%		Full	100%	100%	
First Hawaiian Capital 1	U.S.A	Full	100%	100%		Full	100%	100%	
First Hawaiian Leasing, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
First National Bancorporation	U.S.A	Full	100%	100%		Full	100%	100%	
First Santa Clara Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
Liberty Leasing Company	U.S.A	Full	100%	100%		Full	100%	100%	
Mountain Falls Acquisition Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
Real Estate Delivery 2 Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
The Bankers Club, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
Ursus Real estate, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
Special Purpose Entities									
1997-LRV-FH	U.S.A								S2
BOW Auto Receivables LLC	U.S.A	Full	-	-	E2				
BOW Auto Trust LLC	U.S.A	Full	-	-	E2				
Commercial Federal Capital Trust 2	U.S.A								S1
Commercial Federal Realty Investors Corporation	U.S.A	Full	-	-		Full	-	-	
Commercial Federal Service Corporation	U.S.A	Full	-	-		Full	-	-	
Equipment Lot Bombardier 1997A-FH	U.S.A								S1
Equipment Lot FH	U.S.A	Full	-	-		Full	-	-	
Equipment Lot Siemens 1997A-FH	U.S.A								S2
Equipment Lot Siemens 1998A-FH	U.S.A	Full	-	-		Full	-	-	
FTS Acquisitions LLC	U.S.A								S1
Glendale Corporate Center Acquisition LLC	U.S.A	Full	-	-		Full	-	-	
LACMTA Rail Statutory Trust (FH1)	U.S.A	Full	-	-		Full	-	-	
Laveen Village Center Acquisition LLC	U.S.A								S1
Lexington Blue LLC	U.S.A	Equity	-	-		Equity	-	-	
MNCRC Equipement Lot	U.S.A	Full	-	-		Full	-	-	
NYCTA Equipement Lot	U.S.A								S2
Riverwalk Village Three Holdings LLC	U.S.A	Full	-	-		Full	-	-	
Santa Rita Townhomes Acquisition LLC	U.S.A	Full	-	-		Full	-	-	
Southwest Airlines 1993 Trust N363SW	U.S.A	Full	-	-		Full	-	-	
ST 2001 FH-1	U.S.A	Full	-	-		Full	-	-	
SWB 99-1	U.S.A	Full	-	-		Full	-	-	
VTA 1998-FH	U.S.A	Full	-	-		Full	-	-	

		31 December 2014				31 December 2013			
Name	Country	Method	Voting (%)	Interest (%)	Ref.	Method	Voting (%)	Interest (%)	Ref.
Europe Mediterranean									
Banque de Nankin	China	Equity	16,2%	16,2%		Equity	16,2%	16,2%	V1
Banque Internationale du Commerce et de l'Industrie Burkina Faso	Burkina Faso	Full	51,0%	51,0%		Full	51,0%	51,0%	
Banque Internationale du Commerce et de l'Industrie Cote d'Ivoire	Ivory Coast	Full	59,8%	59,8%		Full	59,8%	59,8%	
Banque Internationale du Commerce et de l'Industrie Gabon	Gabon	Equity	47,0%	47,0%		Equity	47,0%	47,0%	V1
Banque Internationale du Commerce et de l'Industrie Guinée	Guinea	Equity *	55,6%	55,6%	V1	Equity	40,5%	40,5%	V1
Banque Internationale du Commerce et de l'Industrie Mali	Mali	Full	85,0%	85,0%		Full	85,0%	85,0%	
Banque Internationale du Commerce et de l'Industrie Senegal	Senegal	Full	54,1%	54,1%		Full	54,1%	54,1%	
Banque Marocaine du Commerce et de l'Industrie	Morocco	Full	67,0%	67,0%		Full	67,0%	67,0%	
Banque Marocaine du Commerce et de l'Industrie Gestion Asset Management (ex- Banque Marocaine du Commerce et de l'Industrie Gestion)	Morocco	Equity *	100%	67,0%		Equity *	100%	67,0%	
Banque Marocaine du Commerce et de l'Industrie Assurance	Morocco	Equity *	100%	67,0%		Equity *	100%	67,0%	
Banque Marocaine du Commerce et de l'Industrie Crédit Conso	Morocco				S4	Full	99,9%	66,9%	
Banque Marocaine du Commerce et de l'Industrie Leasing	Morocco	Full	86,9%	58,2%		Full	86,9%	58,2%	V1
Banque Marocaine du Commerce et de l'Industrie Offshore	Morocco	Full	100%	67,0%		Full	100%	67,0%	
BGZ SA	Poland	Full	89,0%	89,0%	E3				
BNP Intercontinentale - BNPI	France	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Bank Polska SA	Poland	Full	85,0%	84,9%	V3	Full	99,9%	99,8%	V1
BNP Paribas BDDI Participations	France	Full	100%	100%		Full	100%	100%	
BNP Paribas El Djazair	Algeria	Full	100%	100%		Full	100%	100%	
BNP Paribas Fortis Yatirimlar Holding AS	Turkey	Full	100%	99,9%		Full	100%	99,9%	V1
BNP Paribas SAE	Egypt								S2
BNP Paribas Yatirimlar Holding Anonim Sirketi	Turkey	Full	100%	100%		Full	100%	100%	
Dominet SA	Poland				S1	Full	100%	99,9%	V1
Fortis Bank Malta Ltd.	Malta								S3
Fortis Faktoring AS	Turkey								S4
Fortis Holding Malta BV	Netherlands								S3
Fortis Holding Malta Ltd.	Malta								S3
JSC IC Axa Insurance	Ukraine	Equity	49,8%	49,8%		Equity	49,8%	49,8%	
Kronenburg Vastgoed BV	Netherlands	Full	100%	69,5%	E1				
Orient Commercial Bank	Viet Nam	Equity	20,0%	20,0%		Equity	20,0%	20,0%	
Stichting Effecten BV	Netherlands	Full	100%	69,5%	E1				
TEB Faktoring AS	Turkey	Full	100%	69,5%	V1	Full	100%	68,5%	D4
TEB Holding AS	Turkey	Full	50,0%	50,0%		Full	50,0%	50,0%	V1&D4
TEB Portfoy Yonetimi AS	Turkey	Full	100%	70,8%	V1	Full	100%	70,3%	D4
TEB Yatirim Menkul Degerler AS	Turkey	Full	100%	69,5%	V1	Full	100%	68,5%	D4
The Economy Bank NV	Netherlands	Full	100%	69,5%	V1	Full	100%	68,5%	D4
Turk Ekonomi Bankasi AS	Turkey	Full	97,0%	69,5%	V1	Full	96,0%	68,5%	D4
Turk Ekonomi Bankasi AS (Bahrain branch)	Bahrain	Full	100%	69,5%	V1	Full	100%	68,5%	D4
TEB SH A	Serbia	Full	100%	50,0%		Full	100%	50,0%	D4
Ukrainian Leasing Company	Ukraine								S3
UkrSibbank	Ukraine	Full	85,0%	100%		Full	85,0%	100%	
Union Bancaire pour le Commerce et l'Industrie	Tunisia	Full	50,1%	50,1%		Full	50,1%	50,1%	V1
Special Purpose Entities									
K-Kollect LLC	Ukraine								S2
Investment Solutions									
BNP Paribas Suisse SA	Switzerland	Full	100%	100%		Full	100%	100%	
BNP Paribas Suisse SA (Guernsey branch)	Guernsey	Full	100%	100%		Full	100%	100%	
BNP Paribas Suisse SA (Jersey branch)	Jersey	Full	100%	100%		Full	100%	100%	
Insurance									
AG Insurance (Group)	Belgium	Equity	25,0%	25,0%		Equity	25,0%	25,0%	V1
BNP Paribas Cardif	France	Full (2)	100%	100%		Full (2)	100%	100%	
BNP Paribas Cardif BV	Netherlands	Full (2)	100%	100%		Full (2)	100%	100%	
BNP Paribas Cardif Emeklilik Anonim Sirketi	Turkey	Equity *	100%	100%		Equity *	100%	100%	
BNP Paribas Cardif Levensverzekeringen NV	Netherlands	Full (2)	100%	100%		Full (2)	100%	100%	
BNP Paribas Cardif Pojistovna A.S	Czech Republic	Full (2)	100%	100%		Full (2)	100%	100%	
BNP Paribas Cardif PSC Ltd.	UK	Equity *	100%	100%		Equity *	100%	100%	
BNP Paribas Cardif Seguros Generales SA	Chile	Full (2)	100%	100%		Full (2)	100%	100%	
BNP Paribas Cardif Seguros de Vida SA	Chile	Full (2)	100%	100%		Full (2)	100%	100%	
BNP Paribas Cardif Schadeverzekeringen NV	Netherlands	Full (2)	100%	100%		Full (2)	100%	100%	
BNP Paribas Cardif TCB Life Insurance Company Ltd.	Taiwan	Equity	49,0%	49,0%		Equity	49,0%	49,0%	
BNP Paribas Cardif Vita Compagnia di Assicurazione E Riassicurazione S.P.A.	Italy								S4
BNP Paribas Cardif Vita Compagnia di Assicurazione E Riassicurazione S.P.A. (ex- Cardif Assicurazioni SPA)	Italy	Full (2)	100%	100%		Full (2)	100%	100%	
BNP Paribas General Insurance Co. Ltd.	Rep. of Korea	Equity *	75,0%	75,0%	E3				
BOB-Cardif Life Insurance Company Ltd.	China	Equity	50,0%	50,0%	E3				
Cardif Assurances Risques Divers	France	Full (2)	100%	100%		Full (2)	100%	100%	
Cardif Assurances Risques Divers (Austria branch)	Austria	Full (2)	100%	100%		Full (2)	100%	100%	
Cardif Assurances Risques Divers (Belgium branch)	Belgium	Full (2)	100%	100%		Full (2)	100%	100%	
Cardif Assurances Risques Divers (Bulgaria branch)	Bulgaria	Full (2)	100%	100%		Full (2)	100%	100%	
Cardif Assurances Risques Divers (Germany branch)	Germany	Full (2)	100%	100%		Full (2)	100%	100%	

Changes in the scope of consolidation

New entries (E) in the scope of consolidation

E1 Passing qualifying thresholds as defined by the Group (see note 1.b)
E2 Incorporation
E3 Purchase, gain of control or significant influence
E4 Entities newly consolidated in accordance with IFRS10 (see note 2)

Removals (S) from the scope of consolidation

S1 Cessation of activity (including dissolution, liquidation)
S2 Disposal, loss of control or loss of significant influence
S3 Entities removed from the scope because < qualifying thresholds (see note 1.b)
S4 Merger, Universal transfer of assets and liabilities

Variance (V) in voting or ownership interest

V1 Additional purchase
V2 Partial disposal
V3 Dilution
V4 Increase in %

Equity * Controlled but non material entities consolidated under the equity method as associates

Miscellaneous

D1 Consolidation method change not related to fluctuation in voting or ownership interest
D2 96 Construction-Sale Companies (Real Estate programmes) of which 86 fully and 10 equity method consolidated
D3 Entities previously under proportional consolidation, which become consolidated under the equity method in accordance with IFRS 11 (see note 2.)
D4 The TEB group, previously proportionally consolidated, was consolidated under the equity method in accordance with IFRS 11, then fully consolidated as of 31 December 2013 (see note 2).
D5 The LaSer group was consolidated under the equity method until 25 July 2014. Following the additional purchase of interest by BNP Paribas Group, the LaSer group has been fully consolidated (see note 8.c.)

Prudential scope of consolidation

(1) French subsidiaries whose supervision of prudential requirements is complied with through the supervision on a consolidated basis of BNP Paribas SA, in accordance with article 7.1 of Regulation n°575/2013 of the European Parliament and of the Council.
(2) Entities consolidated under the equity method for prudential purposes
(3) Jointly controlled entities under proportional consolidation for prudential purposes.

Name	Country	31 December 2014 Method		Voting (%)	Interest (%)	Ref.	31 December 2013 Method		Voting (%)	Interest (%)	Ref.
Insurance (cont'd)											
Cardif Assurances Risques Divers (Italy branch)	Italy	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurances Risques Divers (Japan branch)	Japan	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurances Risques Divers (Luxembourg branch)	Luxembourg	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurances Risques Divers (Poland branch)	Poland	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurances Risques Divers (Portugal branch)	Portugal	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurances Risques Divers (Romania branch)	Romania	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurances Risques Divers (Spain branch)	Spain	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurances Risques Divers (Switzerland branch)	Switzerland	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurances Risques Divers (Taiwan branch)	Taiwan	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie	France	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Austria branch)	Austria	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Belgium branch)	Belgium	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Bulgaria branch)	Bulgaria	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Germany branch)	Germany	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Italy branch)	Italy	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Japan branch)	Japan	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Portugal branch)	Portugal	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Romania branch)	Romania	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Spain branch)	Spain	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Switzerland branch)	Switzerland	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Assurance Vie (Taiwan branch)	Taiwan	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Biztosito Magyarorszag Zrt	Hungary	Equity *		100%	100%		Equity *		100%	100%	
Cardif Colombia Seguros Generales	Colombia	Full	(2)	100%	100%		Full	(2)	100%	100%	D1
Cardif del Peru Sa Compania de Seguros	Peru	Equity *		100%	100%		Equity *		100%	100%	
Cardif do Brasil Vida e Previdencia SA	Brazil	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif do Brasil Seguros e Garantias	Brazil	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Extension De Garantia y Asistencia Limitada	Chile	Equity *		100%	100%	E1					
Cardif Forsakring AB	Sweden	Equity *		100%	100%		Equity *		100%	100%	
Cardif Forsakring AB (Denmark branch)	Denmark	Equity *		100%	100%		Equity *		100%	100%	
Cardif Forsakring AB (Norway branch)	Norway	Equity *		100%	100%		Equity *		100%	100%	
Cardif Hayat Sigorta Anonim Sirketi	Turkey	Equity *		100%	100%		Equity *		100%	100%	
Cardif Insurance Company LLC	Russia	Full	(2)	100%	100%		Full	(2)	100%	100%	D1
Cardif I-Services	France	Equity *		100%	100%		Equity *		100%	100%	
Cardif Leven	Belgium	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Life Insurance Co. Ltd.	Rep. of Korea	Full	(2)	85,0%	85,0%		Full	(2)	85,0%	85,0%	
Cardif Livforsakring AB	Sweden	Equity *		100%	100%	E1					
Cardif Livforsakring AB (Denmark branch)	Denmark	Equity *		100%	100%	E1					
Cardif Livforsakring AB (Norway branch)	Norway	Equity *		100%	100%	E1					
Cardif Lux Vie	Luxembourg	Full	(2)	66,7%	55,3%		Full	(2)	66,7%	55,3%	V1
Cardif Lux Vie (France branch)	France										S1
Cardif Mexico Seguros de Vida SA de CV	Mexico	Equity *		100%	100%		Equity *		100%	100%	
Cardif Mexico Seguros Generales SA de CV	Mexico	Equity *		100%	100%		Equity *		100%	100%	
Cardif Nordic AB	Sweden	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Pinnacle Insurance Holdings PLC	UK	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Pinnacle Insurance Management Services PLC	UK	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Polska Towarzystwo Ubezpieczen na Zycie SA	Poland	Full	(2)	100%	100%		Full	(2)	100%	100%	
Cardif Seguros SA	Argentina	Full	(2)	100%	100%		Full	(2)	100%	100%	
CB (UK) Ltd. (Fonds C)	UK	Full	(2)	100%	100%		Full	(2)	100%	100%	
Darnell Ltd.	Ireland	Full	(2)	100%	100%		Full	(2)	100%	100%	
F&B Insurance Holdings SA (Group)	Belgium	Equity		50,0%	50,0%		Equity		50,0%	50,0%	
Financial Telemarketing Services Ltd.	UK					S3	Equity *		100%	100%	
GIE BNP Paribas Cardif	France	Full	(2)	100%	99,0%		Full	(2)	100%	99,0%	
Icare	France	Full	(2)	100%	100%	E3					
Icare Assurance	France	Full	(2)	100%	100%	E3					
Luizaseg	Brazil	Equity		50,0%	50,0%		Equity		50,0%	50,0%	
Natio Assurance	France	Equity		50,0%	50,0%		Equity		50,0%	50,0%	
NCVP Participacoes Societarias SA	Brazil	Full	(2)	100%	100%		Full	(2)	100%	100%	
Pinnacle Insurance PLC	UK	Full	(2)	100%	100%		Full	(2)	100%	100%	
Pocztylion Arka Powszechne Towarzystwo Emerytalne SA	Poland	Equity		33,3%	33,3%		Equity		33,3%	33,3%	
Poistovna Cardif Slovakia A.S	Slovakia	Equity *		100%	100%		Equity *		100%	100%	
Portes de Claye SCI	France	Equity		45,0%	56,9%		Equity		45,0%	56,9%	V2
Scoo SCI	France	Equity		46,4%	57,9%	V4	Equity		46,4%	58,0%	V2
State Bank of India Life Insurance Company Ltd.	India	Equity		26,0%	26,0%		Equity		26,0%	26,0%	
UBI Assicurazioni Spa	Italy	Equity		50,0%	50,0%	E3					
Special Purpose Entities											
BNP Paribas Aqua	France	Full	(2)	-	-	E1					
BNP Paribas Global Senior Corporate Loans	France	Full	(2)	-	-		Full	(2)	-	-	E4
BNP Paribas Money 3M	France	Full	(2)	-	-		Full	(2)	-	-	E4
Cardimmo	France	Full	(2)	-	-		Full	(2)	-	-	E4
Natio Fonds Ampère 1	France	Full	(2)	-	-		Full	(2)	-	-	E4
Odyssée SCI	France	Full	(2)	-	-		Full	(2)	-	-	
Profilea Monde Equilibre	France	Full	(2)	-	-		Full	(2)	-	-	E4
Wealth Management											
Bank Insinger de Beaufort NV	Netherlands	Full		63,0%	63,0%		Full		63,0%	63,0%	
Bank Insinger de Beaufort NV (UK branch)	UK	Full		100%	63,0%		Full		100%	63,0%	
BNP Paribas Espana SA	Spain	Full		99,7%	99,7%	V1	Full		99,6%	99,6%	
BNP Paribas Wealth Management	France	Full	(1)	100%	100%		Full	(1)	100%	100%	
BNP Paribas Wealth Management (Hong Kong branch)	Hong Kong	Full	(1)	100%	100%		Full	(1)	100%	100%	

Name	Country	31 December 2014 Method		Voting (%)	Interest (%)	Ref.	31 December 2013 Method		Voting (%)	Interest (%)	Ref.
Wealth Management (cont'd)											
BNP Paribas Wealth Management (Singapore branch)	Singapore	Full	(1)	100%	100%		Full	(1)	100%	100%	
BNP Paribas Wealth Management Monaco	Monaco	Full	(1)	100%	100%		Full	(1)	100%	100%	
Conseil Investissement SNC	France	Equity *		100%	100%		Equity *		100%	100%	
Investment Partners											
Alfred Berg Administration A/S	Denmark										S2
Alfred Berg Asset Management AB	Sweden	Full		100%	98,3%		Full		100%	98,3%	V1
Alfred Berg Asset Management AB (Denmark branch)	Denmark	Full		100%	98,3%		Full		100%	98,3%	
Alfred Berg Asset Management AB (Finland branch)	Finland	Full		100%	98,3%		Full		100%	98,3%	
Alfred Berg Asset Management AB (Norway branch)	Norway	Full		100%	98,3%		Full		100%	98,3%	
Alfred Berg Fonder AB	Sweden	Full		100%	98,3%		Full		100%	98,3%	V1
Alfred Berg Fondsmaeglerselskab A/S	Denmark										S2
Alfred Berg Forvaltning AS	Norway										S4
Alfred Berg Kapitalforvaltning AB	Sweden	Full		100%	98,3%		Full		100%	98,3%	V1
Alfred Berg Kapitalforvaltning AS	Norway	Full		100%	98,3%		Full		100%	98,3%	V1
Alfred Berg Kapitalforvaltning Finland AB	Finland	Full		100%	98,3%		Full		100%	98,3%	V1
Alfred Berg Rahastoyhtio Oy	Finland	Full		100%	98,3%		Full		100%	98,3%	V1
Arnhem Investment Management Pty Ltd.	Australia										S3
Banco Estado Administradora General de Fondos	Chile	Equity		50,0%	49,1%		Equity		50,0%	49,1%	V1
BNP Paribas Asset Management SAS	France	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Asset Management SAS (Austria branch)	Austria	Full		100%	98,3%		Full		100%	98,3%	
BNP Paribas Asset Management Brasil Ltda	Brazil	Full		100%	99,6%		Full		100%	99,6%	V1
BNP Paribas Asset Management Inc.	U.S.A	Full		100%	100%		Full		100%	100%	
BNP Paribas Asset Management India Private Ltd.	India	Equity *		100%	98,3%		Equity *		100%	98,3%	V1
BNP Paribas Clean Energy Partners GP Ltd.	UK										S2
BNP Paribas Investment Partners	France	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Investment Partners Argentina SA	Argentina	Equity *		100%	99,6%	E1					
BNP Paribas Investment Partners Asia Ltd.	Hong Kong	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Investment Partners (Australia) Ltd.	Australia	Equity *		100%	98,3%		Equity *		100%	98,3%	V1&D1
BNP Paribas Investment Partners (Australia) Holdings Pty Ltd.	Australia	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Investment Partners BE Holding	Belgium	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Investment Partners Belgium	Belgium	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Investment Partners Belgium (Germany branch)	Germany	Full		100%	98,3%		Full		100%	98,3%	
BNP Paribas Investment Partners Funds (Nederland) NV	Netherlands	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Investment Partners Japan Ltd.	Japan	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Investment Partners Latam SA	Mexico	Equity *		99,1%	97,4%	V4	Equity *		99,0%	97,3%	V1
BNP Paribas Investment Partners Luxembourg	Luxembourg	Full		99,7%	98,0%		Full		99,7%	98,0%	V1
BNP Paribas Investment Partners Netherlands NV	Netherlands	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Investment Partners NL Holding NV	Netherlands	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Investment Partners Singapore Ltd.	Singapore	Equity *		100%	98,3%		Equity *		100%	98,3%	V1
BNP Paribas Investment Partners Societa di Gestione del Risparmio SPA	Italy	Full		100%	99,7%		Full		100%	99,7%	V1
BNP Paribas Investment Partners UK Ltd.	UK	Full		100%	98,3%		Full		100%	98,3%	V1
BNP Paribas Investment Partners USA Holdings Inc.	U.S.A	Full		100%	100%		Full		100%	100%	
BNP Paribas Capital Partners (ex- BNP Paribas Private Equity)	France	Equity *		100%	100%		Equity *		100%	100%	
CamGestion	France	Full		100%	98,3%		Full		100%	98,3%	V1
Fauchier General Partner Ltd.	Guernsey										S2
Fauchier Partners Asset Management Ltd.	Guernsey										S2
Fauchier Partners Corporation	U.S.A										S2
Fauchier Partners International Ltd.	Bermuda										S2
Fauchier Partners Ltd.	UK										S2
Fauchier Partners LLP	UK										S2
Fauchier Partners Management Company Ltd.	UK										S2
Fauchier Partners Management Ltd.	Guernsey										S2
Fauchier Partners SAS	France										S2
Fischer Francis Trees & Watts Inc.	U.S.A	Full		100%	100%		Full		100%	100%	
Fischer Francis Trees & Watts UK Ltd.	UK	Equity *		100%	98,3%		Equity *		100%	98,3%	V1
Fund Channel	Luxembourg	Equity		50,0%	49,1%		Equity		50,0%	49,1%	V1
FundQuest Advisor	France	Equity *		100%	98,3%		Equity *		100%	98,3%	V1&D1
FundQuest Advisor (UK branch)	UK	Equity *		100%	98,3%		Equity *		100%	98,3%	E2
FundQuest UK Ltd.	UK					S3	Equity *		100%	98,3%	V1&D1
Haitong - Fortis Private Equity Fund Management Co. Ltd.	China	Equity		33,0%	32,4%		Equity		33,0%	32,4%	V1
HFT Investment Management Co Ltd. (Group)	China	Equity		49,0%	48,2%		Equity		49,0%	48,2%	V1
PT. BNP Paribas Investment Partners	Indonesia	Full		100%	98,3%		Full		100%	98,3%	V1
Shinhan BNP Paribas Asset Management Co Ltd.	Rep. of Korea	Equity		35,0%	34,4%		Equity		35,0%	34,4%	V1&D3
THEAM	France	Full		100%	98,3%		Full		100%	98,3%	V1
TKB BNP Paribas Investment Partners Holding BV	Netherlands	Equity		50,0%	49,1%		Equity		50,0%	49,1%	V1
Securities services											
BNP Paribas Dealing Services	France	Full	(1)	100%	100%		Full	(1)	100%	100%	
BNP Paribas Dealing Services (UK branch)	UK	Full	(1)	100%	100%		Full	(1)	100%	100%	E2
BNP Paribas Dealing Services Asia Ltd.	Hong Kong	Full		100%	100%		Full		100%	100%	
BNP Paribas Financial Services LLC	U.S.A										S3
BNP Paribas Fund Services Australasia Pty Ltd.	Australia	Full		100%	100%		Full		100%	100%	
BNP Paribas Fund Services Australasia Pty Ltd. (New Zealand branch)	New Zealand	Full		100%	100%		Full		100%	100%	
BNP Paribas Fund Services Dublin Ltd.	Ireland	Equity *		100%	100%		Equity *		100%	100%	
BNP Paribas Fund Services France	France	Full		100%	100%		Full		100%	100%	

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(2) Entities consolidated under the equity method for prudential purposes
(3) Jointly controlled entities under proportional consolidation for prudential purposes.

		31 December 2014				31 December 2013			
Name	Country	Method	Voting (%)	Interest (%)	Ref.	Method	Voting (%)	Interest (%)	Ref.
Securities services (cont'd)									
BNP Paribas Fund Services Securities Pty	Australia								S1
BNP Paribas Securities Services - BP2S	France	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Australia branch)	Australia	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Belgium branch)	Belgium	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Germany branch)	Germany	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Greece branch)	Greece	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Guernsey branch)	Guernsey	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Hong Kong branch)	Hong Kong	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Hungary branch)	Hungary	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Ireland branch)	Ireland	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Isle of Man branch)	Isle of Man				S1	Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Italy branch)	Italy	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Jersey branch)	Jersey	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Luxembourg branch)	Luxembourg	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Netherlands branch)	Netherlands	Full (1)	100%	100%		Full (1)	100%	100%	E2
BNP Paribas Securities Services - BP2S (Poland branch)	Poland	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Portugal branch)	Portugal	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Singapore branch)	Singapore	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Spain branch)	Spain	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (Switzerland branch)	Switzerland	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services - BP2S (UK branch)	UK	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Securities Services (Holdings) Ltd.	Jersey								S4
BNP Paribas Sundaram GSO Private Ltd.	India	Equity *	51,0%	51,0%		Equity *	51,0%	51,0%	
BNP Paribas Trust Company (Guernesey) Ltd.	Guernsey								S4
Real Estate Services									
Asset Partners	France				S4	Full	100%	100%	
Atisreal Netherlands BV	Netherlands	Full	100%	100%		Full	100%	100%	
Auguste Thouard Expertise	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Immobilier Promotion Immobilier d'Entreprise	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Immobilier Residentiel	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Immobilier Residentiel Promotion Ile de France	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Immobilier Residentiel Residences Services BSA	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Immobilier Residentiel Service Clients	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Immobilier Residentiel Transaction & Conseil	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Immobilier Residentiel V2i	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Advisory & Property Management LLC	United Arab Emirates	Full	49,0%	49,0%		Full	49,0%	49,0%	
BNP Paribas Real Estate Advisory & Property Management Luxembourg SA	Luxembourg	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Advisory & Property Management Poland SP ZOO	Poland	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Advisory & Property Management UK Ltd.	UK	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Advisory Belgium SA	Belgium	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Advisory Italy SPA	Italy	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Advisory Netherlands BV	Netherlands	Full	100%	100%		Full	100%	100%	E3
BNP Paribas Real Estate Advisory Spain SA	Spain	Full	100%	100%		Full	100%	100%	
BNP PB Real Estate Advisory & Property Management Czech Republic SRO	Czech Republic	Full	100%	100%		Full	100%	100%	
BNP PB Real Estate Advisory & Property Management Hungary Ltd.	Hungary	Full	100%	100%		Full	100%	100%	
BNP PB Real Estate Advisory & Property Management Ireland Ltd.	Ireland	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Consult France	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Consult GmbH	Germany	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Facilities Management Ltd.	UK	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Financial Partner	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate GmbH	Germany	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Holding Benelux SA	Belgium	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Holding GmbH	Germany	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Hotels France	France	Full	100%	96,1%	V2	Full	100%	96,5%	V1

		31 December 2014				31 December 2013			
Name	Country	Method	Voting (%)	Interest (%)	Ref.	Method	Voting (%)	Interest (%)	Ref.
Real Estate Services (cont'd)									
BNP Paribas Real Estate & Infrastructure Advisory Service Private Ltd.	India								S2
BNP Paribas Real Estate Investment Management	France	Full	96,8%	96,8%		Full	96,8%	96,8%	
BNP Paribas Real Estate Investment Management Belgium	Belgium	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Investment Management Germany GmbH	Germany	Full	94,9%	94,9%		Full	94,9%	94,9%	E3
BNP Paribas Real Estate Investment Management Italy	Italy	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Investment Management Ltd.	UK	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Investment Management Luxembourg SA	Luxembourg	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Investment Management Spain SA	Spain	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Investment Management UK Ltd.	UK	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Investment Services	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Italy SRL	Italy	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Jersey Ltd.	Jersey	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Property Developpement Italy SPA	Italy	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Property Developpement UK Ltd.	UK	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Property Management Belgium	Belgium	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Property Management France SAS	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Property Management GmbH	Germany	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Property Management Italy SRL	Italy	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Property Management Spain SA	Spain	Full	100%	100%		Full	100%	100%	
BNP Paribas Real Estate Transaction France	France	Full	96,1%	96,1%	V2	Full	96,5%	96,5%	V1
BNP Paribas Real Estate Valuation France	France	Full	100%	100%		Full	100%	100%	
FG Ingenierie et Promotion Immobilière	France	Full	100%	100%		Full	100%	100%	
European Direct Property Management SA	Luxembourg				S3	Full	100%	100%	
Immobiliere des Bergues	France	Full	100%	100%		Full	100%	100%	
Meunier Hispania	Spain	Full	100%	100%		Full	100%	100%	
Partner's & Services	France	Full	100%	100%		Full	100%	100%	
Pyrotex GB 1 SA	Luxembourg	Full	100%	100%		Full	100%	100%	
Pyrotex SARL	Luxembourg	Full	100%	100%		Full	100%	100%	
San Basilio 45 SRL	Italy	Full	100%	100%		Full	100%	100%	E2
S.C BNP Paribas Real Estate Advisory S.A	Romania	Full	100%	100%		Full	100%	100%	
Sesame Conseil SAS	France								S4
Siège Issy	France	Full	100%	100%		Full	100%	100%	
Construction-Sale Companies (Real Estate programmes)	France	Full/ Equity	-	-	D2	Full/ Equity	-	-	D2&D3
Sviluppo HQ Tiburtina SRL	Italy	Full	100%	100%		Full	100%	100%	E1
Sviluppo Residenziale Italia SRL	Italy	Full	100%	100%		Full	100%	100%	
Tasaciones Hipotecarias SA	Spain				S2	Full	100%	100%	
Via Crespi 26 SRL	Italy	Full	100%	100%		Full	100%	100%	
Corporate and Investment Banking									
France									
BNP Paribas Arbitrage	France	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Arbitrage (U.S.A branch)	U.S.A	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Arbitrage (UK branch)	UK	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas Equities France	France				S4	Full (1)	100%	100%	
Esomet	France	Full	100%	100%		Full	100%	100%	
Laffitte Participation 22	France	Full	100%	100%		Full	100%	100%	
Parifergie	France				S4	Full (1)	100%	100%	
Parilease	France	Full (1)	100%	100%		Full (1)	100%	100%	
Taitbout Participation 3 SNC	France	Full	100%	100%		Full	100%	100%	
Europe									
Alpha Murcia Holding BV	Netherlands	Equity *	100%	99,9%		Equity *	100%	99,9%	V1
BNP Paribas Arbitrage Issuance BV	Netherlands	Full	100%	100%		Full	100%	100%	
BNP Paribas Bank NV	Netherlands				S3	Full	100%	100%	
BNP Paribas Commodity Futures Ltd.	UK	Full	100%	100%		Full	100%	100%	
BNP Paribas Emission-und Handel. GmbH	Germany	Full	100%	100%		Full	100%	100%	
BNP Paribas Ireland	Ireland	Full	100%	100%		Full	100%	100%	
BNP Paribas Islamic Issuance BV	Netherlands	Full	100%	100%		Full	100%	100%	
BNP Paribas Net Ltd.	UK	Equity *	100%	100%		Equity *	100%	100%	
BNP Paribas Prime Brokerage International Ltd.	Ireland	Full	100%	100%	E2				
BNP Paribas UK Holdings Ltd.	UK	Full	100%	100%		Full	100%	100%	
BNP Paribas UK Ltd.	UK	Full	100%	100%		Full	100%	100%	
BNP Paribas Vartry Reinsurance Ltd.	Ireland	Full (2)	100%	100%		Full (2)	100%	100%	
BNP Paribas ZAO	Russia	Full	100%	100%		Full	100%	100%	
BNP PUK Holding Ltd.	UK	Full	100%	100%		Full	100%	100%	
FScholen	Belgium	Equity	50,0%	50,0%	E1				
GreenStars BNP Paribas	Luxembourg	Equity *	100%	100%		Equity *	100%	100%	
Harewood Holdings Ltd.	UK	Full	100%	100%		Full	100%	100%	
Hime Holding 1 SA	Luxembourg	Equity	26,4%	26,4%		Equity	26,4%	26,4%	E3
Hime Holding 2 SA	Luxembourg	Equity	21,0%	21,0%		Equity	21,0%	21,0%	E3
Hime Holding 3 SA	Luxembourg	Equity	20,6%	20,6%		Equity	20,6%	20,6%	E3
Landspire Ltd.	UK	Full	100%	100%		Full	100%	100%	

Changes in the scope of consolidation

New entries (E) in the scope of consolidation

E1 Passing qualifying thresholds as defined by the Group (see note 1.b)
E2 Incorporation
E3 Purchase, gain of control or significant influence
E4 Entities newly consolidated in accordance with IFRS10 (see note 2)

Removals (S) from the scope of consolidation

S1 Cessation of activity (including dissolution, liquidation)
S2 Disposal, loss of control or loss of significant influence
S3 Entities removed from the scope because < qualifying thresholds (see note 1.b)
S4 Merger, Universal transfer of assets and liabilities

Variance (V) in voting or ownership interest

V1 Additional purchase
V2 Partial disposal
V3 Dilution
V4 Increase in %

Equity * Controlled but non material entities consolidated under the equity method as associates

Miscellaneous

D1 Consolidation method change not related to fluctuation in voting or ownership interest
D2 96 Construction-Sale Companies (Real Estate programmes) of which 86 fully and 10 equity method consolidated
D3 Entities previously under proportional consolidation, which become consolidated under the equity method in accordance with IFRS 11 (see note 2.)
D4 The TEB group, previously proportionally consolidated, was consolidated under the equity method in accordance with IFRS 11, then fully consolidated as of 31 December 2013 (see note 2).
D5 The LaSer group was consolidated under the equity method until 25 July 2014. Following the additional purchase of interest by BNP Paribas Group, the LaSer group has been fully consolidated (see note 8.c.)

Prudential scope of consolidation

(1) French subsidiaries whose supervision of prudential requirements is complied with through the supervision on a consolidated basis of BNP Paribas SA, in accordance with article 7.1 of Regulation n°575/2013 of the European Parliament and of the Council.
(2) Entites consolidated under the equity method for prudential purposes
(3) Jointly controlled entities under proportional consolidation for prudential purposes.

		31 December 2014				31 December 2013			
Name	Country	Method	Voting (%)	Interest (%)	Ref.	Method	Voting (%)	Interest (%)	Ref.
Europe (cont'd)									
Plagefin SA (ex- Paribas Trust Luxembourg SA)	Luxembourg	Full	100%	65,9%		Full	100%	65,9%	V1
SC Nueva Condo Murcia SL	Spain	Equity *	100%	99,9%		Equity *	100%	99,9%	V1
Utexam Logistics Ltd.	Ireland	Full	100%	100%		Full	100%	100%	
Utexam Solutions Ltd.	Ireland	Full	100%	100%		Full	100%	100%	
Verner Investissements (Group)	France	Equity	40,0%	50,0%		Equity	40,0%	50,0%	
Americas									
Banco BNP Paribas Brasil SA	Brazil	Full	100%	100%		Full	100%	100%	
Banexi Holding Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas Canada	Canada	Full	100%	100%		Full	100%	100%	
BNP Paribas (Canada) Valeurs Mobilières	Canada	Equity *	100%	100%	E1				
BNP Paribas Capital Services Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas CC Inc. (ex- BNP Paribas Capital Corporation Inc.)	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas Colombia Corporation Financiera SA	Colombia	Equity *	100%	100%		Equity *	100%	100%	
BNP Paribas Energy Trading Canada Corp	Canada	Equity *	100%	100%		Equity *	100%	100%	
BNP Paribas Energy Trading GP	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas Energy Trading Holdings, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas Energy Trading LLC	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas FS LLC	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas Leasing Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas Mortgage Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas North America Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas Prime Brokerage Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas Prime Brokerage International Ltd.	Cayman Islands				S1	Full	100%	100%	
BNP Paribas RCC Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
BNP Paribas Securities Corporation	U.S.A	Full	100%	100%		Full	100%	100%	
CooperNeff Group Inc.	U.S.A								S3
Cronos Holding Company Ltd. (Group)	Bermuda	Equity	30,1%	30,0%		Equity	30,1%	30,0%	V1
FB Transportation Capital LLC	U.S.A	Full	100%	99,9%		Full	100%	99,9%	V1
Fortis Funding LLC	U.S.A	Full	100%	99,9%		Full	100%	99,9%	V1
French American Banking Corporation - F.A.B.C	U.S.A	Full	100%	100%		Full	100%	100%	
FSI Holdings Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
Paribas North America Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
Petits Champs Participaçoes e Serviços SA	Brazil								S4
RFH Ltd.	Bermuda								S2
SDI Media Central Holdings Corp.	U.S.A								S2
Via North America, Inc.	U.S.A	Full	100%	100%		Full	100%	100%	
Asia - Oceania									
BNP Pacific (Australia) Ltd.	Australia	Full	100%	100%		Full	100%	100%	
BNP Paribas (China) Ltd.	China	Full	100%	100%		Full	100%	100%	
BNP Paribas Arbitrage (Hong Kong) Ltd.	Hong Kong	Full	100%	100%		Full	100%	100%	
BNP Paribas Capital (Asia Pacific) Ltd.	Hong Kong	Full	100%	100%		Full	100%	100%	
BNP Paribas Commodities Trading (Shanghai) Co Ltd.	China	Full	100%	100%	E2				
BNP Paribas Finance (Hong Kong) Ltd.	Hong Kong	Full	100%	100%		Full	100%	100%	
BNP Paribas India Holding Private Ltd.	India	Full	100%	100%		Full	100%	100%	
BNP Paribas India Solutions Private Ltd.	India	Full	100%	100%		Full	100%	100%	
BNP Paribas Japan Ltd.	Japan				S1	Full	100%	100%	
BNP Paribas Malaysia Berhad	Malaysia	Full	100%	100%		Full	100%	100%	
BNP Paribas Principal Investments Japan Ltd.	Japan				S1	Full	100%	100%	
BNP Paribas Securities (Asia) Ltd.	Hong Kong	Full	100%	100%		Full	100%	100%	
BNP Paribas Securities India Private Ltd.	India	Full	100%	100%		Full	100%	100%	V1
BNP Paribas Securities Japan Ltd.	Japan	Full	100%	100%		Full	100%	100%	
BNP Paribas Securities (Taiwan) Co Ltd.	Taiwan	Full	100%	100%		Full	100%	100%	
BNP Paribas Securities Korea Company Ltd.	Rep. of Korea	Full	100%	100%		Full	100%	100%	
BNP Paribas Securities (Singapore) Pte Ltd.	Singapore	Full	100%	100%		Full	100%	100%	
BNP Paribas SJ Ltd.	Hong Kong	Equity *	100%	100%		Equity *	100%	100%	
BNP Paribas SJ Ltd. (Japan branch)	Japan	Equity *	100%	100%		Equity *	100%	100%	
BPP Holdings Pte Ltd.	Singapore	Full	100%	100%		Full	100%	100%	
PT Bank BNP Paribas Indonésia	Indonesia	Full	100%	100%		Full	100%	100%	
PT BNP Paribas Securities Indonesia	Indonesia	Full	99,0%	99,0%		Full	99,0%	99,0%	
Middle East									
BNP Paribas Investment Company KSA	Saudi Arabia	Equity *	100%	100%		Equity *	100%	100%	
Africa									
BNP Paribas Cadiz Securities	South Africa	Equity *	60,0%	60,0%	E1				
BNP Paribas Cadiz Stockbroking	South Africa	Equity *	60,0%	60,0%		Equity *	60,0%	60,0%	E1
Special Purpose Entities									
54 Lombard Street Investments Ltd.	UK	Full	-	-		Full	-	-	
ACG Capital Partners Singapore Pte. Ltd	Singapore	Equity (3)	-	-		Equity (3)	-	-	D3
Alamo Funding II Inc.	U.S.A	Full	-	-		Full	-	-	
Alandes BV	Netherlands								S3
Alectra Finance PLC	Ireland	Full	-	-		Full	-	-	
Alleray SARL	Luxembourg	Full	-	-	E1				
Antin Participation 8	France	Full	-	-		Full	-	-	
Aquarius Capital Investments Ltd.	Ireland				S3	Full	-	-	
Aquarius + Investments PLC	Ireland	Full	-	-	E1				
Astir BV	Netherlands				S3	Full	-	-	
Atargatis	France	Full	-	-		Full	-	-	
Austin Finance	France	Full	-	-		Full	-	-	
BNP Paribas Complex Fundo de Investimento Multimercado	Brazil								S3
BNP Paribas EQD Brazil Fund Fundo Invest Multimercado	Brazil	Full	-	-		Full	-	-	
BNP Paribas Finance Inc.	U.S.A	Full	-	-		Full	-	-	

		31 December 2014				31 December 2013			
Name	Country	Method	Voting (%)	Interest (%)	Ref.	Method	Voting (%)	Interest (%)	Ref.
Special Purpose Entities (cont'd)									
BNP Paribas Flexi III Deposit Euro	France	Full	-	-	E1				
BNP Paribas International Finance Dublin	Ireland	Full	-	-		Full	-	-	E1
BNP Paribas Investments N°1 Ltd.	UK	Full	-	-		Full	-	-	E2
BNP Paribas Investments N°2 Ltd.	UK	Full	-	-		Full	-	-	E2
BNP Paribas Proprietario Fundo de Investimento Multimercado	Brazil	Full	-	-		Full	-	-	
BNP Paribas VPG Adonis LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG Brookfin LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG Brookline Cre LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG BMC Select LLC	U.S.A				S1	Full	-	-	
BNP Paribas VPG CB LLC (ex- BNP Paribas VPG CB Lender LLC)	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG CT Holdings LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG EDMC Holdings LLC (ex- BNP Paribas VPG RHI Holdings LLC)	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG Freedom Communications LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG Lake Butler LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG Legacy Cabinets LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG Mark IV LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG Master LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG SDI Media Holdings LLC	U.S.A	Full	-	-		Full	-	-	E2
BNP Paribas VPG Medianews Group LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG MGM LLC	U.S.A				S1	Full	-	-	
BNP Paribas VPG Modern Luxury Media LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG Northstar LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG PCMC LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG Reader's Digest Association LLC	U.S.A				S1	Full	-	-	
BNP Paribas VPG SBX Holdings LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas VPG Semgroup LLC	U.S.A				S1	Full	-	-	
BNP Paribas VPG Titan Outdoor LLC	U.S.A	Full	-	-		Full	-	-	
Boug BV	Netherlands	Full	-	-		Full	-	-	
Crossen SARL	Luxembourg	Full	-	-		Full	-	-	
Compagnie Investissement Italiens SNC	France	Full	-	-		Full	-	-	
Compagnie Investissement Opéra SNC	France	Full	-	-		Full	-	-	
European Index Assets BV	Netherlands	Full	-	-	E2				
Financière des Italiens	France	Full	-	-		Full	-	-	
Financière Paris Haussmann	France	Full	-	-		Full	-	-	
Financière Taitbout	France	Full	-	-		Full	-	-	
Grenache et Cie SNC	Luxembourg				S1	Full	-	-	
Harewood Financing Limited	UK	Full	-	-		Full	-	-	
Harewood Investments N°5 Ltd.	Cayman Islands								S1
Harewood Investments N°7 Ltd.	Cayman Islands								S1
Harewood Investments N°8 Ltd.	Cayman Islands								S1
Leveraged Finance Europe Capital V BV	Netherlands	Full	-	-		Full	-	-	
Madison Arbor LLC	U.S.A				S1	Full	-	-	E2
Madison Arbor Ltd.	Ireland	Full	-	-	E2				
Marc Finance Ltd.	Cayman Islands	Full	-	-		Full	-	-	
Matchpoint Finance Public Limited Company	Ireland	Full	-	-		Full	-	-	E4
Matchpoint Master Trust	U.S.A	Full	-	-	E1				
Méditerranéa	France	Full	-	-		Full	-	-	
Omega Capital Investments PLC	Ireland	Full	-	-		Full	-	-	
Omega Capital Europe PLC	Ireland								S3
Omega Capital Funding Ltd.	Ireland	Full	-	-		Full	-	-	
Opichamps	France	Full	-	-		Full	-	-	
Participations Opéra	France	Full	-	-		Full	-	-	
Renaissance Fund III	Japan								S1
Ribera del Loira Arbitrage	Spain				S3	Full	-	-	
Royale Neuve I Sarl	Luxembourg	Full	-	-		Full	-	-	
Royale Neuve II Sarl	Luxembourg								S3
Royale Neuve VI Sarl	Luxembourg				S3	Full	-	-	E1
Royale Neuve VII Sarl	Luxembourg								S3
Scaldis Capital (Ireland) Ltd.	Ireland	Full	-	-		Full	-	-	
Scaldis Capital Ltd.	Jersey	Full	-	-		Full	-	-	
Scaldis Capital LLC	U.S.A	Full	-	-		Full	-	-	
Smalt	Luxembourg								S4
Starbird Funding Corporation	U.S.A	Full	-	-		Full	-	-	E4
Tender Option Bond Municipal program	U.S.A	Equity *	-	-		Equity *	-	-	
TCG Fund I, L.P	Cayman Islands	Full	-	-		Full	-	-	V1
VPG SDI Media LLC	U.S.A	Equity	-	-		Equity	-	-	S2
Other Business Units									
Private Equity (BNP Paribas Capital)									
Cobema	Belgium	Full	100%	100%		Full	100%	100%	
Compagnie Financière Ottomane SA	Luxembourg	Full	97,0%	97,0%		Full	97,0%	97,0%	V1
Erbe	Belgium								S2
Fortis Private Equity Belgium NV	Belgium	Full	100%	99,9%		Full	100%	99,9%	V1
Fortis Private Equity Expansion Belgium NV	Belgium	Full	100%	99,9%		Full	100%	99,9%	V1
Fortis Private Equity France Fund	France								S3
Fortis Private Equity Management Belgium	Belgium	Equity *	100%	99,9%	E1				
Fortis Private Equity Venture Belgium SA	Belgium				S4	Full	100%	99,9%	V1
Gepeco	Belgium				S4	Full	100%	100%	
Property companies (property used in operations)									
Antin Participation 5	France	Full	100%	100%		Full	100%	100%	
Ejesur SA	Spain				S3	Equity *	100%	100%	
Société Immobilière Marché Saint-Honoré	France	Full	99,9%	99,9%		Full	99,9%	99,9%	
Société Marloise Participations	France								S4

Changes in the scope of consolidation

New entries (E) in the scope of consolidation

E1 Passing qualifying thresholds as defined by the Group (see note 1.b)
E2 Incorporation
E3 Purchase, gain of control or significant influence
E4 Entities newly consolidated in accordance with IFRS10 (see note 2)

Removals (S) from the scope of consolidation

S1 Cessation of activity (including dissolution, liquidation)
S2 Disposal, loss of control or loss of significant influence
S3 Entities removed from the scope because < qualifying thresholds (see note 1.b)
S4 Merger, Universal transfer of assets and liabilities

Variance (V) in voting or ownership interest

V1 Additional purchase
V2 Partial disposal
V3 Dilution
V4 Increase in %

Equity * Controlled but non material entities consolidated under the equity method as associates

Miscellaneous

D1 Consolidation method change not related to fluctuation in voting or ownership interest
D2 96 Construction-Sale Companies (Real Estate programmes) of which 86 fully and 10 equity method consolidated
D3 Entities previously under proportional consolidation, which become consolidated under the equity method in accordance with IFRS 11 (see note 2.)
D4 The TEB group, previously proportionally consolidated, was consolidated under the equity method in accordance with IFRS 11, then fully consolidated as of 31 December 2013 (see note 2).
D5 The LaSer group was consolidated under the equity method until 25 July 2014. Following the additional purchase of interest by BNP Paribas Group, the LaSer group has been fully consolidated (see note 8.c.)

Prudential scope of consolidation

(1) French subsidiaries whose supervision of prudential requirements is complied with through the supervision on a consolidated basis of BNP Paribas SA, in accordance with article 7.1 of Regulation n°575/2013 of the European Parliament and of the Council.
(2) Entities consolidated under the equity method for prudential purposes
(3) Jointly controlled entities under proportional consolidation for prudential purposes.

		31 December 2014				31 December 2013			
Name	Country	Method	Voting (%)	Interest (%)	Ref.	Method	Voting (%)	Interest (%)	Ref.
Investment companies and other subsidiaries									
BNL International Investment SA	Luxembourg	Full	100%	100%		Full	100%	100%	
BNP Paribas Home Loan SFH	France	Full	100%	100%		Full	100%	100%	
BNP Paribas Mediterranée Innovation & Technologies	Morocco	Full	100%	96,7%		Full	100%	96,7%	
BNP Paribas Partners for Innovation (Group)	France	Equity	50,0%	50,0%		Equity	50,0%	50,0%	
BNP Paribas Public Sector SCF	France	Full (1)	100%	100%		Full (1)	100%	100%	
BNP Paribas SB Re	Luxembourg	Full (2)	100%	100%		Full (2)	100%	100%	
Compagnie d'Investissements de Paris - C.I.P	France	Full	100%	100%		Full	100%	100%	
Financière BNP Paribas	France	Full	100%	100%		Full	100%	100%	
Financière du Marché Saint Honoré	France	Full	100%	100%		Full	100%	100%	
GIE Groupement Auxiliaire de Moyens	France	Full	100%	100%		Full	100%	100%	
Le Sphinx Assurances Luxembourg SA	Luxembourg	Equity *	100%	100%		Equity *	100%	100%	
Omnium de Gestion et de Developpement Immobilier - OGDI	France				S4	Full	100%	100%	
Plagefin - Placement, Gestion, Finance Holding SA	Luxembourg				S4	Full	100%	65,9%	V1
Sagip	Belgium	Full	100%	100%		Full	100%	100%	
Société Auxiliaire de Construction Immobilière - SACI	France	Full	100%	100%		Full	100%	100%	
Société Orbaisienne de Participations	France	Full	100%	100%		Full	100%	100%	
UCB Bail 2	France	Full	100%	100%		Full	100%	100%	
UCB Entreprises	France				S4	Full (1)	100%	100%	
Special Purpose Entities									
BNP Paribas Capital Trust LLC 6	U.S.A								S1
BNP Paribas Capital Preferred LLC 6	U.S.A								S1
BNP Paribas US Medium Term Notes Program LLC	U.S.A	Full	-	-		Full	-	-	
BNP Paribas US Structured Medium Term Notes LLC	U.S.A								S3
BNP Paribas-SME-1 (ex- Euro Secured Notes Issuer)	France	Full	-	-	E2				
FCT Opéra	France	Full	-	-	E2				
Klépierre									
Klépierre SA (Group)	France	Equity	21,7%	21,6%		Equity	21,7%	21,6%	V2

Changes in the scope of consolidation

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Prudential scope of consolidation
(1) French subsidiaries whose supervision of prudential requirements is complied with through the supervision on a consolidated basis of BNP Paribas SA, in accordance with article 7.1 of Regulation n°575/2013 of the European Parliament and of the Council.
(2) Entities consolidated under the equity method for prudential purposes
(3) Jointly controlled entities under proportional consolidation for prudential purposes.

8.1 Fees paid to the Statutory Auditors

In 2014	Deloitte		PricewaterhouseCoopers Audit		Mazars		TOTAL	
Excluding tax, in thousands of euros	Total	%	Total	%	Total	%	Total	%
Audit								
Statutory audits and contractual audits, including								
- Issuer	2,903	17%	4,584	21%	1,751	17%	9,238	19%
- Consolidated subsidiaries	9,195	56%	8,934	42%	7,684	78%	25,813	53%
Other reviews and services directly related to the statutory audit engagement, including								
- Issuer	359	2%	1,973	9%	13	0%	2,345	5%
- Consolidated subsidiaries	2,245	13%	4,684	21%	505	5%	7,434	15%
Sub-total	**14,702**	**88%**	**20,175**	**93%**	**9,953**	**100%**	**44,830**	**92%**
Other services provided by the networks to fully-consolidated subsidiaries								
Legal, tax, social		0%	262	1%	31	0%	293	1%
Others	2,082	12%	1,377	6%	46	0%	3,505	7%
Sub-total	**2,082**	**12%**	**1,639**	**7%**	**77**	**0%**	**3,798**	**8%**
TOTAL	**16,784**	**100%**	**21,814**	**100%**	**10,030**	**100%**	**48,628**	**100%**

In 2013	Deloitte		PricewaterhouseCoopers Audit		Mazars		TOTAL	
Excluding tax, in thousands of euros	Total	%	Total	%	Total	%	Total	%
Audit								
Statutory audits and contractual audits, including								
- Issuer	3,255	22%	3,580	19%	1,609	16%	8,444	19%
- Consolidated subsidiaries	8,237	54%	9,815	52%	7,983	78%	26,035	58%
Other reviews and services directly related to the statutory audit engagement, including								
- Issuer	271	0%	1,908	10%	146	1%	2,325	5%
- Consolidated subsidiaries	1,195	8%	1,960	10%	267	3%	3,422	8%
Sub-total	**12,958**	**84%**	**17,263**	**91%**	**10,005**	**98%**	**40,226**	**90%**
Other services provided by the networks to fully- or proportionally-consolidated subsidiaries								
Legal, tax, social	24	0%	61	0%	7	0%	92	0%
Others	2,328	16%	1,652	9%	158	2%	4,138	10%
Sub-total	**2,352**	**16%**	**1,713**	**9%**	**165**	**2%**	**4,230**	**10%**
TOTAL [(1)]	**15,310**	**100%**	**18,976**	**100%**	**10,170**	**100%**	**44,456**	**100%**

[(1)] The total amount of fees, restated according to IFRS 10 and 11, is EUR 43,739 thousands.

The audit fees paid to auditors which are not members of the network of one of the auditors certifying the consolidated financial statements and the non-consolidated financial statements of BNP Paribas SA, mentioned in the table above, amount to EUR 1,001 thousand for the year 2014 (EUR 1,488 thousand in 2013, or EUR 1,088 thousand as restated according to IFRS 10 and 11).

Other work and services related directly to audit work, are mainly composed this year of reviews of the entity's compliance with regulatory provisions, which were increased due to regulatory changes, and reviews of internal control quality by comparison with international standards (such as ISAE 3402) as part of services provided to customers, particularly in the Securities and Asset Management businesses. To a lesser extent, they also include works related to reviews of risks and internal control and due diligences on financial transactions.

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